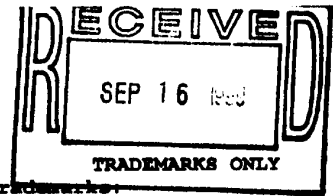


09-20-1999



101148856



TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks

Please record the attached original document or copy thereof.

| | |
|--|--|
| <p>1. Name of Party(ies) conveying an interest:</p> <p><u>KENLIN PET SUPPLY, INC.</u></p> <p style="text-align: center; font-size: 2em; font-weight: bold;">MRP 9-16-99</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation State <u>DELAWARE</u></p> <p><input type="checkbox"/> Other _____</p> <p>3. Interest Conveyed:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Other _____</p> | <p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>CENTRAL GARDEN & PET COMPANY</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>3697 MT. DIABLO BOULEVARD</u></p> <p>City: <u>LAFAYETTE</u></p> <p>State: <u>CA</u> Zip: <u>94549</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation State: <u>DELAWARE</u></p> <p><input type="checkbox"/> Other _____</p> <p>Citizenship _____</p> <p>If not domiciled in the United States, a domestic representative designation is attached:</p> <p style="text-align: center;"><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(The attached document must not be an assignment.)</p> |
|--|--|

4. Application number(s) or registration number(s). Additional sheet attached? [] Yes [X] No

| | |
|---|---|
| <p>A. Trademark Application No. (s)</p> | <p>B. Trademark Registration No. (s)</p> <p>1,820,264</p> |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>ROBERT B. CHICKERING, ESO.</u></p> <p>Internal Address: <u>FLEHR HOBBACH TEST ALBRITTON & HERBERT LLP</u></p> <p>Street Address: <u>FOUR EMBARCADERO CENTER, SUITE 3400</u></p> <p>City: <u>SAN FRANCISCO</u></p> <p>State: <u>CA</u> Zip: <u>94111</u></p> | <p>6. Number of applications and registrations involved:</p> <p style="text-align: center;">ONE</p> <p>7. Amount of fee enclosed or authorized to be charged:</p> <p style="text-align: center;">\$40.00</p> <p>8. Deposit Account No.</p> <p>06-1300 (Order No. TA-54583-25/RBC)</p> |

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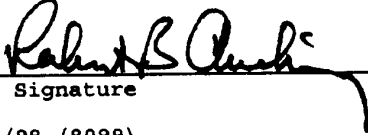
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9. Date of execution of attached document SEPTEMBER 10, 1999.
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

SEPTEMBER 13, 1999
Date


Signature

ROBERT B. CHICKERING, ESQ.
Name of Person Signing
REG. NO. 24,286

02/25/98 (8099)

TASSIGN.CVR

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A S S I G N M E N T

WHEREAS, KENLIN PET SUPPLY, INC., a Delaware corporation having offices at 301 Island Road, Mahwah, New Jersey 07430 (hereinafter referred to as "ASSIGNOR") is the current owner of the entire right, title and interest in and to United States Service Mark Registration No. 1,820,264, issued February 8, 1994, for the mark THE GOOD NEIGHBOR PET PROFESSIONALS for retail pet supply stores;

WHEREAS, CENTRAL GARDEN & PET COMPANY, a Delaware corporation, having offices at 3697 Mt. Diablo Boulevard, Lafayette, California 94549 (hereinafter referred to as "ASSIGNEE") is desirous of acquiring ASSIGNOR's entire right, title and interest in and to United States Service Mark Registration No. 1,820,264 and the mark THE GOOD NEIGHBOR PET PROFESSIONALS and its appurtenant goodwill;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

ASSIGNOR agrees to sell, assign, transfer and convey, and by this instrument hereby sells, assigns, transfers and conveys to ASSIGNEE, its successors, legal representatives and assigns, ASSIGNOR's entire right, title and interest in and to United States Service Mark Registration No. 1,820,264, issued February 8, 1994 for the mark THE GOOD NEIGHBOR PET PROFESSIONALS for retail pet

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supply stores, the goodwill of the business appurtenant to and connected with said mark, all rights at common law in said mark, and ASSIGNOR further assigns, transfers, sells and conveys to ASSIGNEE, its successors, legal representatives and assigns, the right to renew, protect, defend and enforce any and all rights to said mark including the right to sue for past infringement, the right to enforce any and all trademark rights of ASSIGNOR and causes of action therefor, presently known or unknown and inuring to ASSIGNEE, and the right to recover all claims for damages or for compensation for past infringement arising out of any cause of action, whether presently known, unknown, accrued or to accrue.

ASSIGNOR agrees to cooperate fully with ASSIGNEE (at no cost to ASSIGNOR) in connection with perfecting the transfer of all rights to and the vesting of full and complete title in ASSIGNEE, including, without limitation by enumeration, agreeing to the recordation of this Assignment on the records of the United States Patent and Trademark Office. ASSIGNOR agrees further to cooperate fully with ASSIGNEE (at no cost to ASSIGNOR) in connection with enforcing and defending the rights transferred and particularly in connection with executing any and all instruments deemed by ASSIGNEE to be necessary or desirable to implement and accomplish the transfer, enforcement and/or defense of rights granted by ASSIGNOR hereunder.

Executed this 10th day of SEPTEMBER, 1999,
at IRAWAHA, N.J.

"ASSIGNOR"
KENLIN PET SUPPLY, INC.

By Neill J. Hines
Neill J. Hines, President

STATE OF NEW JERSEY)
COUNTY OF Bergen)

ss:

On 9-10, 1999, before me, the undersigned Notary Public, personally appeared Neill J. Hines, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Anne C. Rubel

622825

ANNE C. RUBEL
Notary Public, State of New Jersey
Qualified in Bergen County
No. 2715949
Commission Expires 8/22/02