

09-24-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

9-10-99
EPCF-513



To the Honorable Commissioner of Patent

and the attached original documents or copy thereof.

1. Name of conveying party(ies):
Cottonwood Distributing, Inc

09-20-1999

and address of receiving party(ies):

U.S. Patent & TMO/TM Mail Rpt Dt. #31

Reader's Choice Pet Foods, Inc.

- Individual(s)
 - General Partnership
 - Corporation-State New Mexico
 - Other
- Additional name(s) of conveying party(ies) attached? Yes No

- Association
- Limited Partnership

Internal Address: _____

Street Address: 16321 East Arrow Highway

City Irwindale, State CA ZIP 91706

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 8, 1997

If assignee is not domiciled in the United States, a domestic representative

designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,961,243

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: I. Morley Drucker, Esq.

Internal Address: _____

FULWIDER PATTON LEE & UTECHT, LLP

Street Address: 10877 Wilshire Boulevard

Tenth Floor

Los Angeles, CA 90024
City: _____ State: _____ ZIP: _____

6. Total No. of applications and registrations involved 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

(Attach duplicate copy of this page if paying by deposit account)

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1 PC:481 40.00 UP

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

I. Morley Drucker, Esq.

Sept. 16, 1999

Name of Person Signing

Signature

Date

ASSIGNMENT OF REGISTRATION OF A MARK

WHEREAS, COTTONWOOD DISTRIBUTING, INC., a New Mexico corporation of 3734 Hawkins, NE, Albuquerque, New Mexico, 87109 (hereinafter "Assignor") has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1,961,243, dated March 12, 1996; and

WHEREAS, BREEDER'S CHOICE PET FOODS, INC., a California corporation of 16321 East Arrow Highway, Irwindale, California, 91706, (hereinafter "Assignee") is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said COTTONWOOD DISTRIBUTING, INC. does hereby assign upon the said BREEDER'S CHOICE PET FOODS, INC. all right, title and interest in and to said mark, together with the goodwill of the business symbolized by the mark, and the above - identified registration thereof.

COTTONWOOD DISTRIBUTING, INC.

Date: 10/8/97 By: Daniel W. Brown