

12-22-1999

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

01-28-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101252355

To the Commissioner of Patents and Trademarks : Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Aspen Pet Products <i>12-22-99</i></p> <p><input type="checkbox"/> individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Colorado <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: November 20, 1999</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Aspen Pet Products, Inc. Internal Address: Street Address: 11701 East 53rd Avenue Denver, Colorado 80239</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State-Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,896,157</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Edward F. Perlman Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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DO NOT USE THIS SPACE

<p>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.</p> <p>Edward F. Perlman <i>[Signature]</i> Name of Person Signing Signature Date <i>12/20/99</i></p> <p>Total number of pages including cover sheet, attachments, and document: [2]</p>

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

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TRADEMARK
REEL: 002012 FRAME: 0266

40.00 DP
0000046 1896157
01/27/2000 VBROWN
01 FC:481

DEED OF ASSIGNMENT WITH GOODWILL
OF ASSIGNED MARK(S)

THIS ASSIGNMENT is made the 20 day of November, 1999,
between Aspen Pet Products, a corporation organized under the laws of Colorado, with a
principal place of business at 5500-A North Havana Street, Denver, Colorado 80239 (the
"Assignor") and Aspen Pet Products, Inc., a corporation organized under the laws of
Delaware with its principal place of business at 11701 East 53rd Avenue, Denver,
Colorado 80239 (the "Assignee").

WHEREAS, the Assignor has adopted and used the trademark LOOK,
Registration No. 1,896,157, Registered May 30, 1995 in the United States of America
and is the owner of the registration thereof; and

WHEREAS, the Assignee wishes to acquire all of the Assignor's rights in and to
the trademark and the good will associated therewith.

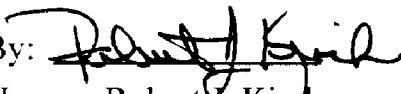
NOW THEREFORE, in consideration of Ten Dollars (\$10.00) and other good
and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,
the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and
interests in and to the trademark including common law rights and the registration thereof
together with the good will of the business which is symbolized
by the trademark and with the right to recover for damages and profits and all other
remedies for past infringements thereof.

Assignor

Assignee

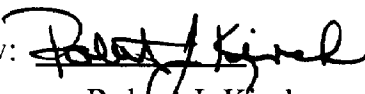
Aspen Pet Products

Aspen Pet Products, Inc

By: 

Name: Robert J. Kirch

Title: President

By: 

Name: Robert J. Kirch

Title: President