



03-08-2000

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Docket No.:

59.000 (Dads)

01-31-2000

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

101284560

attached original documents or copy thereof.

1. Name of conveying party(ies): MRD
Maple Leaf Marketing, Inc.
348 Broad Ave
Palisades Park, NJ 07650

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

Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Gaines Pet Foods Corporation
Internal Address: _____
Street Address: 181 Bay Street, Suite 2500
Toronto, Ontario, Canada
City: Toronto, Ontario, State M5 2T7

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Province of Ontario
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 23, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)	B. Trademark Registration No.(s)			
	1,302,561	1,460,270	1,508,487	1,839,060
	1,393,471	1,451,218	1,589,215	2,084,349
	1,422,199	1,476,130	1,691,000	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Wayne L. Lovercheck
Internal Address: _____
Street Address: LOVERCHECK AND LOVERCHECK
931 STATE ST
City: ERIE State: PA ZIP: 16501

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41): \$ 290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-2180

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01 FC:481 40.00 OP
02 FC:482 250.00 OP

DO NOT USE THIS SPACE

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.

Wayne L. Lovercheck Wayne L. Lovercheck January 31, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 15

ASSIGNMENT OF U.S. TRADEMARK REGISTRATIONS


WHEREAS, Maple Leaf Marketing, Inc. (the "Assignor"), having its registered head office at 15 East North Street, Dover, County of Kent, Delaware, 19901, had adopted, used and is using the trademarks (the "Trademarks") registered in the United States Patent Office as set out in Schedule "A" attached hereto;

AND WHEREAS Gaines Pet Foods Corp., a corporation existing under the laws of the Province of Ontario, having its registered office located at 181 Bay Street, Suite 2500, Toronto, Ontario, Canada, M5J 2T7 is desirous of acquiring the Trademarks including the respective registrations thereto.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged by the Assignor, the aforesaid, all its right, title and interest in and to the Trademarks together with the goodwill of the business symbolized by said Trademarks and all causes of action, claims and demands or other rights for, or arising from any infringement, including past infringements of said Trademarks and the registrations numbers thereto as set out in Schedule "A".

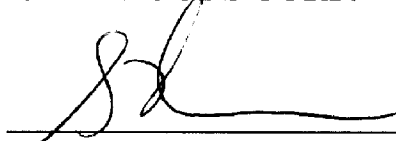
EXECUTED at Toronto, Ontario, Canada, this 23rd day of November, 1999.

MAPLE LEAF MARKETING, INC.

By:  _____ c/s
Name: Kim Bortnick
Title: Sec-Treas
Authorized Signing Officer

EXECUTED at Toronto, Ontario, Canada, this 23rd day of November, 1999.

GAINES PET FOODS CORP.

By:  _____ c/s
Name: SULTAN THAKUR
Title: Senior Exe. VP / CFO
Authorized Signing Officer

SCHEDULE "A"

Trademark	Registration No.
FANTASY	1,508,487
LOVE MY CAT	1,422,199
ME & MY CAT	1,461,218
ME AND MY CAT	1,392,561
ME AND MY DOG	1,393,471
MUNCHEEZ	2,084,349
NIBBLES & NUGGETS	1,460,270
NUGGETS & NIBBLES	1,589,215
PICK-OF-THE-LITTER	1,476,130
SCHNITZEL SNACKS	1,691,000
TRAINING WHEELS	1,839,060

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