

5.14.01

To the Honorable
Please record



101725317

marks:
hereof.

<p>1. Name of Conveying Party(ies): Doane Pat Care Company</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited <input checked="" type="checkbox"/> Corporation-DE <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>2. Name and address of Receiving Party(ies)</p> <p>Name: <u>Tuffy's Pet Foods, Inc.</u> Internal Address _____</p> <p>Street Address <u>800 Fourth Street N.W.</u></p> <p>City: <u>Perham</u> State: <u>MN</u> ZIP: <u>56573</u></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 <u>Minnesota</u> <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</p> <p>(Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names and address attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><u>x</u> Assignment _____ Merger _____ Security Agreement _____ Change of Name _____ Other _____</p> <p>Execution Date: <u>October 4, 2000</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>05/21/2001 BTOM11 00000067 1585003</u></p> <p>B. Trademark registration No.(s) <u>1,585,003; 1,050,891; 1,286,279; 2,010,312</u> <u>SUPREME; TUFFFY's; SUPREME DOG</u> <u>FOOD (Design)</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mary Ward</u> Internal Address: _____</p> <p>Street Address: <u>414 Union Street, Suite 1600</u></p> <p>City: <u>Nashville</u></p> <p>State: <u>TN</u> ZIP: <u>37219</u></p>	<p>6. Total number of applications and registrations involved? _____</p> <p>7. Total fee (37 CFR 3.41) <u>\$215.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<p>(DO NOT USE THIS SPACE)</p>	
<p>9. Statement and Signature</p> <p><i>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></p> <p><u>Mary Ward</u> <u>5/11/01</u> Signature Date</p> <p><u>Mary Ward</u> Name of person signing</p> <p>Total number of pages comprising cover sheet: <u>1</u></p>	

05/21/2001 BTOM11 00000067 1585003
01 FC:481
02 FC:482

40.00 OP
175.00 OP

RECEIVED
MAY 14 2001
COMMERCIAL
REGISTERED

TRADEMARK ASSIGNMENT

WHEREAS, Doane Pet Care Company ("Assignor"), a Delaware corporation, with its principal place of business at 210 Westwood Place South, Suite 300, Brentwood, Tennessee 37027, owns and uses the trademarks identified on Exhibit A, attached hereto and made a part hereof by reference (the "Marks"), in connection with various goods;

WHEREAS, Tuffy's Pet Foods, Inc. ("Assignee"), a Minnesota corporation, with its principal place of business at 800 Fourth Street, N.W., Perham, Minnesota 56573, desires to acquire the Marks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells assigns and transfers to Assignee all right, title and interest in and to the Marks. Assignor warrants it is the lawful owner of the Marks, and that the Marks are free from all encumbrances.

DOANE PET CARE COMPANY


By: 
Name: Thomas R. Heidenthal
Title: Senior Vice President
Date: April 30, 2001

EXHIBIT A
TRADEMARKS

Domestic

MARK/COUNTRY	APPL NO. (DATE)	REG NO. (DATE)
SUPREME		
United States	73/810524 (7/3/89)	1585003 (2/27/90)
SUPREME COUNTRY FRESH		
United States	73/072073 (12/17/75)	1050891 (10/19/76)
SUPREME DOG FOOD (Design)		
United States	73/387049 (9/20/82)	1286279 (7/17/84)
TUFFY's		
United States	75/045257 (2/2/96)	2010312 (10/22/96)

Foreign

MARK/COUNTRY	APPL NO. (DATE)	REG NO. (DATE)
TUFFY'S		
Benelux	N/A	319988 (N/A)
Canada	367480 N/A	205343 (2/14/75)
International	N/A	403256
Japan	414337 N/A	1279595 N/A
Taiwan	N/A	683198 (7/1/95)
TUFFY'S PET FOODS		
Canada	342226 N/A	183128 (5/12/72)
TUFFY'S IN KATAKANA		

MARK/COUNTRY	APPL NO. (DATE)	REG NO. (DATE)
Japan	414338 N/A	1302914 N/A
TUFFY'S & TUFFY'S IN CHINESE CHARACTERS		
Taiwan	N/A	484245 (5/16/90)