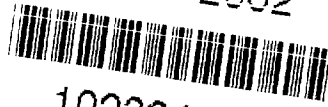


12-31-2002



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECC TR 102324636

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Mark E. Barrow

- Individual(s) [checked] Association [] General Partnership [] Limited Partnership [] Corporation-State [] Other []

Additional name(s) of conveying party(ies) attached? [] Yes [] No

3. Nature of conveyance:

- Assignment [checked] Merger [] Security Agreement [] Change of Name [] Other []

Execution Date: April 16, 2002

2. Name and address of receiving party(ies)

Name: Charles D. Mann

Internal Address:

Street Address: 1815 East 121st Street

City: Burnsville, State: MN Zip: 55337

- Individual(s) citizenship [checked] Association [] General Partnership [] Limited Partnership [] Corporation-State [] 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

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

A. Trademark Application No (s)

B. Trademark Registration No.(s) 2,385,445

Additional number(s) attached [] Yes [] No

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

Name: Pam C. Gavin

Internal Address: ReedSmith LLP

Street Address: 901 E. Byrd Street Riverfront Plaza West Tower Suite 1700

City: Richmond State: VA Zip: 23219

6. Total number of applications and registrations involved: 1

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

- Enclosed [checked] Authorized to be charged to deposit account []

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Pam C. Gavin

Name of Person Signing

[Signature]

Signature

12/13/02

Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

12/30/2002 DBYRNE 00000232 2385445

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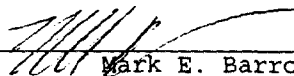
TRADEMARK REEL: 002640 FRAME: 0780

WHEREAS, I, Mark E. Barrow, an individual residing at 9628 South Red Oakes Place, Highlands Ranch, CO 80126 (hereinafter referred to as ASSIGNOR), has adopted and is using the trademark SPILL-LESS SMART BOWL in connection with pet feeding dishes (herein the "Trademark") and is the owner of U.S. Trademark Registration No. 2,385,445, granted September 12, 2000, (herein the "Registration"); and

WHEREAS, Charles D. Mann, an individual residing at 1815 East 121st Street, Burnsville, MN 55337 ("Assignee") is desirous of acquiring the entire right, title and interest in and to the Trademark, the Registration and the goodwill of the business associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Assignor has transferred to Assignee, its successors and assigns, his entire right, title and interest in and to the Trademark, the Registration, and the goodwill of the business associated therewith and symbolized thereby, to have and to hold as fully and completely as the same would have been held by the Assignor had this sale and this assignment had been made.

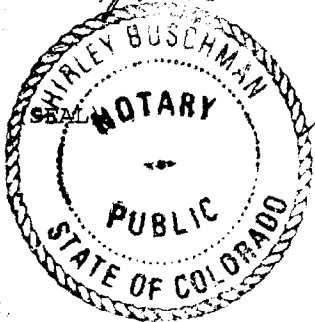
I represent to the Assignee, its successors and assigns, that I have not and shall not execute any writing or do any act whatsoever conflicting with this Assignment. I, my executors or administrators, will at any time upon request, without additional consideration, but at the expense of the Assignee, its successors and assigns, execute such additional writings and do such additional acts as the Assignee, its successors and assigns, may deem desirable to perfect its enjoyment of this grant, and render all assistance in making application for and obtaining, maintaining, and enforcing the Trademark, the Registration or similar legal protection on the trademark in any and all countries.

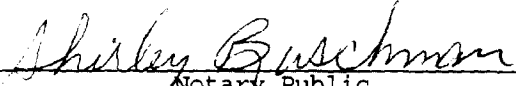


Mark E. Barrow

STATE OF COLORADO)
) ss.
COUNTY OF PROBATION)

Subscribed and sworn to before me, a Notary Public, this 16th day of April, 2002.





Notary Public
Com Exp. 12/31/03

ATTACHMENT B