

5/21/04

05-26-2004

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

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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): Three Dog Bakery, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Missouri [] Other Missouri Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Three Dog Bakery, Inc. Internal Address: Street Address: 1843 North Topping City: Kansas City State: MO Zip: 64120 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] 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: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/6/04

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/544169, 76/476729, 76/476728, 76/432888 B. Trademark Registration No.(s) 2,535,404, 2,749,639 and 2,674,991 Additional number(s) attached [x] Yes [] No

6. Total number of applications and registrations involved: 19

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christine M. Baker, Esq. Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, PC MGTACHE 00000131 76544169 Street Address: 666 Third Avenue City: New York State: NY Zip: 10017

7. Total fee (37 CFR 3.41) \$ 760 [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Christine M. Baker, Esq. Name of Person Signing [Signature] Signature May 21, 2004 Date

Total number of pages including cover sheet, attachments, and document: 12

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

05/25/2004 01 FC:8521 02 FC:8522

Refund Ref: 05/25/2004 MGTACHE 0000136528

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OFFICE OF PUBLIC RECORDS 2004 MAY 21 AM 9:32 FINANCE SECTION

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

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

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

2. Name and address of receiving party(ies)

Name: _____

Internal Address: _____

Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Individual(s) citizenship _____

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

3. Nature of conveyance:

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

Execution Date: _____

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

A. Trademark Application No.(s) 76/476727,
76/484206, 76/334196, 76/168555

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ _____

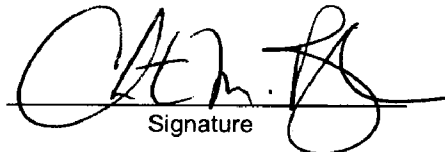
- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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9. Signature.

Name of Person Signing


Signature

5/21/04
Date

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Washington, D.C. 20231

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1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
- 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) 76/476744,
76/219444, 76/510643, 76/510532

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ _____

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- Authorized to be charged to deposit account

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

1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

2. Name and address of receiving party(ies)

Name: _____
Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
 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) 76/482712,
76/481651, 76/461041 and 76/427980

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: _____

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Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, Three Dog Bakery, Inc., a Missouri corporation with offices at 1843 North Topping, Kansas City, MO 64120 (the "Assignor") owns, is using, and has a *bona fide* intent to use, the trademarks and service marks identified on Schedule A attached hereto (the "Marks"), and is the owner of the registrations of and pending registration applications for such Marks in the United States Patent and Trademark Office, and other foreign trademark offices, identified on Schedule A; and

WHEREAS, Assignor entered into that certain Debenture Purchase Agreement, dated July 30, 2003, as amended as of October 1, 2003, among it and the purchasers therein (the "Debenture Purchase Agreement");

WHEREAS, contemporaneously with the Debenture Purchase Agreement, the Assignor entered into that certain Security Agreement, dated July 30, 2003, with Kansas City Equity Partners II, L.P., as agent for the purchasers under the Debenture Purchase Agreement (the "Security Agreement"), which Security Agreement secured all of the assets of the Assignor against obligations evidenced by the Debentures issued pursuant to the Debenture Purchase Agreement (the "Debentures");

WHEREAS, as of December 31, 2003, the purchasers party to the Debenture Purchase Agreement, transferred the obligations evidenced by the Debentures, among other consideration, to Three Dog Bakery, Inc., a Delaware corporation with offices at 1843 North Topping, Kansas City, MO 64120 (the "Assignee") in consideration for securities of the Assignee;

WHEREAS, the parties hereto acknowledge that an Event of Noncompliance (as defined in the Debenture Purchase Agreement) has occurred pursuant to Section 8.1(f) of the Debenture Purchase Agreement;

WHEREAS, as a result of the Event of Noncompliance, the Assignee seeks to exercise its rights and remedies pursuant to Section 8.2(c) of the Debenture Purchase Agreement and the Security Agreement;

WHEREAS, through a Bill of Sale and Assignment and Assumption Agreement dated December 31, 2003 delivered by the Assignor to the Assignee, the Assignee seeks to exercise such remedies by engaging in a strict foreclosure on the assets of Assignor in accordance with Chapter 400 of the Missouri Revised Statutes (Article IX of the Uniform Commercial Code as adopted by the State of Missouri) in full satisfaction, surrender and discharge of obligations of Assignor to Assignee (the "Foreclosure");

NOW, THEREFORE, pursuant to the Foreclosure, the Assignor does hereby (A) assign, convey and transfer to the Assignee all right, title, interest, ownership and subsidiary rights, if any, in and to the Marks, together with (i) the registrations of and registration applications for the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (iii) the right to sue

counterclaim, and recover for past, present, and future infringement, misappropriation, or dilution of the rights assisted to the Assignee hereunder and all other rights corresponding thereto throughout the world.

The Assignor shall, at the request of the Assignee, sign all documentation, including confirmatory trademark assignments and conveyances, testify in all proceedings, make lawful oaths and generally use reasonable efforts to aid the Assignee, its successors, assigns and nominees, in obtaining, perfecting and enforcing all rights from the Assignor and in recording title to the Marks transferred herein in each jurisdiction where such Marks are used or are registered or where applications to register such Marks are pending.

WHEREAS the parties hereby agree that this Assignment shall be governed by and construed in accordance with the laws of Delaware and that exclusive jurisdiction shall reside in the courts of Delaware without reference to its principles of conflict of law.

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IN WITNESS WHEREOF, the Assignor, by their duly authorized officer, have executed this assignment, as an instrument under seal, effective as of this 6th day of December 2003. 4

[Handwritten signature]

THREE DOG BAKERY, INC., a Missouri corporation

By: *[Signature]*
Name: Robert Islinger
Title: President and CEO

SUBSCRIBED AND SWORN to before me this 6th day of Jan, 2003 2004

[Signature]
Notary Public

My Commission Expires: 3/14/2005

NOTARY PUBLIC
Notary Public Notary Seal
STATE OF MISSOURI
My Commission Expires 3/14/2005

The foregoing assignment of the Marks and the registrations thereof and registration applications therefor by the Assignor to the Assignee is hereby accepted as of this _____ day of December 2003.

THREE DOG BAKERY, INC., a Delaware corporation

By: [Signature]
Name: Tiffany Teeven
Title: President

SUBSCRIBED AND SWORN to before me this 31st day of Dec, 2003

[Signature]
Notary Public

GINA VASQUEZ
Notary Public - State of Missouri
Jackson County
My Commission Expires: October 28, 2007

My Commission Expires: 10/28/07

SCHEDULE A**PENDING APPLICATIONS - TRADEMARKS**

<u>MARK</u>	<u>SERIAL NO.</u>	<u>COUNTRY</u>	<u>FILING DATE</u>
YAPPY MEAL	76/544169	United States	9/11/03
JAVA HOUND	76/476729	United States	12/19/02
REGIMEN	76/476728	United States	12/19/02
FULLY-COOKED VETERINARY MEALS BY THREE DOG BAKERY	76/432888	United States	7/22/02
REGIMENRX	76/476727	United States	12/5/03
HEARTYDOG	76/484206	United States	9/23/03
NATURAL RECIPE HEALTHY FOOD & TREATS FOR DOGS			
REGULATED DIET	76/334196	United States	11/5/01
DOG'S RULE	76/168555	United States	11/20/00
CAROBATIERS	76/476744	United States	12/19/02
BEAGLE BAGELS	76/219444	United States	3/5/01
BARK'N BAKE OVEN	76/510643	United States	7/30/03
FETCH IT! STICKS	76/510532	United States	5/1/03
JOE'S TO GO! FOOD & TREATS FOR DOGS	76/482712	United States	1/16/03
NATURAL RECIPE LICK'NCRUNCH!	76/481651	United States	1/13/03
IT'S NOT PET FOOD, IT'S FOOD FOR PETS!	76/461041	United States	10/24/02
VETERINARY MEALS	76/427980	United States	7/8/02
BEAGLE BAGELS	117447300	Canada	4/8/03
ENTRÉE FOR DOGS	117447100	Canada	4/8/03
JUMP 'N SIT BITS	117446900	Canada	4/8/03
ITTY BITTY BONES	117391500	Canada	7/7/03
WOOFERS	117390900	Canada	7/7/03
CHASE 'N CHOMP	117390700	Canada	7/7/03
WE PITY THE KITTIES	117447200	Canada	4/8/03

BARK 'N FETCH	117447000	Canada	4/8/03
FETCH IT! STICKS	117390800	Canada	4/7/03
LICK'N CRUNCH	117390600	Canada	4/7/03
MISCELLANEOUS DESIGN	2001-093481	Japan	10/18/01

REGISTERED MARKS

<u>MARK</u>	<u>REG. NO.</u>	<u>COUNTRY</u>	<u>REG. DATE</u>
NATURE'S REWARDS	2,535,404	United States	2/5/02
ENTRÉE FOR DOGS	2,749,639	United States	8/12/03
ROLLOVERS	2,674,991	United States	1/14/03
THREE DOG BAKERY THE BAKERY FOR DOGS & DESIGN	TMA537372	Canada	11/20/00
THREE DOG BAKERY THE BAKERY FOR DOGS & DESIGN	2,126,910	United Kingdom	8/21/98
THREE DOG BAKERY	294769	European Community	9/24/98
GRACIE'S GRAND SAMPLER	4571976	Japan	5/24/02
DOGALOG	4589185	Japan	7/26/02
DOTTIE'S SPOTS	4571975	Japan	5/24/02
BIG SCARY KITTIES	4571973	Japan	5/24/02
BEAGLE BAGELS	4579637	Japan	6/21/02
THREE DOG BAKERY A BAKERY FOR DOGS	4571978	Japan	5/24/02
DOTTIE'S DIPPED DELIGHTS	4571974	Japan	5/24/02
BARK'N FETCH	4571972	Japan	5/24/02
JUMP 'N SIT BITS	4571977	Japan	5/24/02
THREE DOG BAKERY	4127258	Japan	3/20/98