

**TRADEMARK ASSIGNMENT**

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 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Three Dog Bakery, Incorporated		12/22/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mars, Incorporated		
<b>Street Address:</b>	6885 Elm Street		
<b>City:</b>	Mc Lean		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22101-3883		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	76168555	DOGS RULE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)218-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-218-2100		
<b>Email:</b>	tkelly@fchs.com		
<b>Correspondent Name:</b>	Timothy J. Kelly		
<b>Address Line 1:</b>	30 Rockefeller Plaza		
<b>Address Line 4:</b>	New York, NEW YORK 10112		
<b>NAME OF SUBMITTER:</b>	Timothy Kelly		
<b>Signature:</b>	/timothy kelly/		
<b>Date:</b>	01/10/2005		
<b>Total Attachments: 1</b>			
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CH 76168555 \$40.00

ASSIGNMENT

**WHEREAS**, Three Dog Bakery, Inc., a Delaware corporation with a principal place of business located at 1843 N. Topping Avenue, Kansas City, Missouri 64120 ("Assignor"), has adopted and is currently using, in interstate commerce, the trademark DOGS RULE (hereinafter "the Mark") on or in connection with (i) dog treats in International Class 31; (ii) mugs and bowls in International Class 21; (iii) picture frames and portable beds for pets in International Class 20; (iv) animal leashes, animal collars, pet garments and pet blankets in International Class 18; and (v) retail store services in the field of pet-themed clothing, pet-themed desk accessories, pet treats and pet accessories, in International Class 35 (collectively "the Goods");

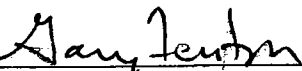
**WHEREAS**, on November 20, 2000 Assignor filed an application in the United States Patent and Trademark Office ("PTO") to register the Mark in connection with the Goods, which application was assigned Serial Number 76/168,555 by the PTO (the "'555 Application"); whereas on December 14, 2004 Assignor filed an Amendment to Allege Use in connection with the '555 Application attesting to use of the Mark in Interstate Commerce in connection with the Goods; and whereas the '555 Application remains pending in the PTO;

**WHEREAS**, Assignor represents that it owns the entire right, title and interest in and to the Mark for the Goods, has the complete authority to assign the Mark, and is aware of no third party claim to the Mark for the Goods that is inconsistent with its claim of ownership of the Mark or with the rights assigned hereunder;

**WHEREAS** Mars, Incorporated, a corporation organized and existing under the laws of the State of Delaware, and having a place of business located at 3250 East 44th Street, Vernon, California 90058 (hereinafter "Mars" or "Assignee"), is desirous of acquiring the '555 Application, the Mark, and the goodwill associated therewith, and Assignor is desirous of assigning same to Mars.

**NOW THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Mars, without limitation, all rights, title and interest in and to the '555 Application, the Mark, and the goodwill of the business symbolized by the Mark.

THREE DOG BAKERY, INC.

By: 

Name: Gary Fenton

Title: Chief Financial Officer

Dated: December 22, 2004

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