

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, Healthy Pet Corp., a Delaware corporation (the "Pledgor"), is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, restated, modified or supplemented from time to time, the "Security Agreement"), dated as of August 31, 2005, in which the Pledgor has agreed with Allied Capital Corporation, as Collateral Agent (the "Collateral Agent"), with offices at 1919 Pennsylvania Avenue, N.W., Washington, DC 20006, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

HEALTHY PET CORP.

By: 

Name: _____

Title: _____

Gina Volpacchio

President & CEO

TRADEMARK

REEL: 003184 FRAME: 0639

State of Connecticut ss. Fairfield, 9/1/05
County of Fairfield

Before me appeared Giino V. Paschis, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 1st day of September 2005.

Cheryl L. Sorsel
Notary Public

(Seal)

My Commission Expires: 12/31/07

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration Number</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Healthy Pet Corp.	HEALTHY PET	2398339	United States	March 16, 1998
Healthy Pet Corp.	(Design only)	2697100	United States	January 16, 2001
Healthy Pet Corp.	UNLEASH YOUR PET- TENTIAL	78/386773	United States	March 18, 2004
Healthy Pet Corp.	HEALTHY PET (and Design)	78/386676	United States	March 18, 2004
Healthy Pet Corp.	HEALTHY PET (and Design)	78/386661	United States	March 18, 2004