

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BREEDER'S CHOICE PET FOODS, INC.		02/22/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	CENTRAL GARDEN & PET COMPANY
<b>Street Address:</b>	1340 Treat Boulevard, Suite 600
<b>City:</b>	Walnut Creek
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94597
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	1839127	ADVANCED PET DIETS
Registration Number:	1854797	APD ADVANCED PET DIETS
Registration Number:	1341290	AVO-DERM
Registration Number:	0905228	BREEDER'S CHOICE
Registration Number:	1534546	BREEDER'S CHOICE COMPLETE
Serial Number:	76506644	BREEDER'S CHOICE PET FOODS, CARING FOR BOTH ENDS OF THE LEASH
Registration Number:	1927768	
Registration Number:	1911064	
Registration Number:	2711577	PERFECT SERVINGS
Registration Number:	2475143	PINNACLE
Registration Number:	2477341	PINNACLE BALANCE NATURAL WHOLESOME
Registration Number:	2332140	SELECT CHOICE
Registration Number:	2066594	THE PINNACLE OF PERFORMANCE

CH \$365.00 1839127

Registration Number:

2604270

SIMPLY NATURAL

**CORRESPONDENCE DATA**

Fax Number: (949)567-6710

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-506-5000

Email: ipprosecution@orrick.com, awendel@orrick.com

Correspondent Name: Bradford S. Breen

Address Line 1: 4 Park Plaza, Suite 1600

Address Line 2: IP Prosecution Department

Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER:

6257.108

NAME OF SUBMITTER:

Angela Wendel

Signature:

/angela wendel/

Date:

03/02/2006

**Total Attachments: 5**

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## TRADEMARK ASSIGNMENT

**THIS TRADEMARK ASSIGNMENT** (this "Assignment"), effective as of February 22, 2006 (the "Effective Date"), is made by BREEDER'S CHOICE PET FOODS, INC., a corporation of the State of California having an address of 16321 E. Arrow Highway, Irwindale, CA 91706 ("Assignor"), for the benefit of CENTRAL GARDEN & PET COMPANY, a corporation organized under the laws of the State of Delaware with a principal address at 1340 Treat Boulevard, Suite 600, Walnut Creek, CA 94597 ("Assignee").

**WHEREAS**, Assignor is the current owner of the trademarks, trademark registrations and trademark applications identified on Schedules A and B hereto (hereinafter collectively referred to as "the Marks"), and

**WHEREAS**, Assignor, in connection with the sale of certain of its assets, pursuant to an Agreement of Purchase and Sale among Assignor, certain shareholders of Assignor and Assignee dated February 22, 2006 ("Purchase Agreement"), wishes to transfer, sell, assign, and convey the Marks, including all common law rights therein and all applications to register and registrations thereof, together with the goodwill that they represent and all right, title and interest thereto, to Assignee.

**NOW, THEREFORE**, for good and valuable consideration, including the consideration recited in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby transfers, sells, assigns, and conveys unto Assignee all rights, title and interest for all countries in and to the Marks, including all common law rights therein and all applications to register and registrations thereof and the good will that they represent, and all right, title and interest thereto, on a world-wide basis, as well as the right to sue and collect damages in Assignee's own name for any and all past, present or future infringement, dilution, or other injury to the goodwill thereof.
2. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States, whose duty is to issue trademark registrations, to issue the same to Assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.
3. Assignor agrees to execute and deliver to Assignee such instruments of transfer and other documents as Assignee may request that are reasonably necessary to effect the purposes of this Assignment.

**IN WITNESS WHEREOF**, Assignor has caused this Trademark Assignment to be executed effective as of the Effective Date.

BREEDER'S CHOICE PET FOODS, INC.

By *Rick S Taylor*

Name: Rick Taylor

Title: President

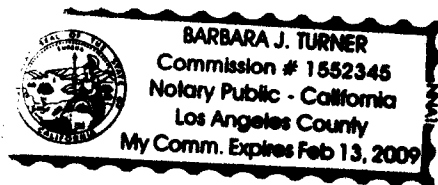
STATE OF CALIFORNIA)

) ss:

COUNTY OF LOS ANGELES)

On the 22<sup>nd</sup> day of February, 2006, before me personally came Rick Taylor to me known to be the person who executed the foregoing instrument and who being duly sworn by me did depose and say that he executed the foregoing instrument on behalf of Breeder's Choice Pet Foods, Inc., and that he had the authority to sign the same on behalf of Breeder's Choice Pet Foods, Inc.

*Barbara J. Turner*  
Notary Public



**SCHEDULE A  
BREEDER'S CHOICE PET FOODS, INC.  
SCHEDULE OF TRADEMARKS (US)**

<b>Appl no.</b>	<b>Filing date</b>	<b>Reg no</b>	<b>Reg date</b>	<b>Mark</b>	<b>Status</b>
74374356	01/18/94	1839127	06/07/94	ADVANCED PET DIETS	REG
74374357	04/01/93			ADVANCED PET DIETS	ABN
73639014	01/09/87	1451171	08/04/87	ALOE-DERM	ABN
74374358	04/01/93			APD	ABN
74374359	04/01/93	1849532	08/09/94	APD	ABN
74376923	04/08/93			APD ADVANCED PET DIETS	ABN
74376924	04/08/93	1854797	09/20/94	APD ADVANCED PET DIETS	REG
74519051	05/02/94	2010558	10/22/96	APD ADVANCED PET DIETS RENEW FORMULATED FOR HEALTHY SKIN & COAT	ABN
75157382	08/28/96			APD, IT'S OUR BEST	ABN
74218706	11/04/91	1769434	05/04/93	AVO	ABN
74218707	11/04/91	1893525	05/09/95	AVO	ABN
74592078	10/28/94	1931420	10/31/95	AVO CAT	ABN
74225212	11/25/91			AVO DIETS	ABN
74325284	10/26/92	1881569	02/28/95	AVO DIETS HEALTH FOOD FOR DOGS	ABN
74349000	01/15/93	1863296	11/15/94	AVO HEALTH FOOD FOR CATS	ABN
74218705	11/04/91	1772521	05/18/93	AVO HEALTH FOOD FOR DOGS	ABN
74348999	01/15/93	1884340	03/14/95	AVO HEALTH FOOD FOR PETS	ABN
74322893	10/16/92	1799570	10/19/93	AVO LAMB MEAL & RICE	ABN
75525629	07/27/98	2265010	07/27/99	AVO-ACTIVE CARE	ABN
73415425	03/01/83	1341290	06/11/85	AVO-DERM	REG
73628443	11/04/86	1451727	08/11/87	AVO-DERM	ABN
74569832	09/06/94	1923961	10/03/95	AVO-DIETS	ABN
74323561	10/19/92	1793798	09/21/93	AVO-LITE	ABN
74322909	10/16/92	1778029	06/22/93	AVO-MAINTENANCE	ABN
74323527	10/19/92	1779127	06/29/93	AVO-PUPPY	ABN
74349057	01/15/93	1792843	09/14/93	AVO-VEGETARIAN	ABN
72356480	04/10/70	0905228	12/29/70	BREEDER'S CHOICE	REG
74253901	03/03/92			BREEDER'S CHOICE	ABN
74484293	01/31/94	1871400	01/03/95	BREEDER'S CHOICE	ABN

73740443	07/18/88	1534546	04/11/89	BREEDER'S CHOICE COMPLETE	REG
76506644	04/16/03			BREEDER'S CHOICE PET FOODS, CARING FOR BOTH ENDS OF THE LEASH	PUB
73723790	04/21/88	1630239	01/01/91	DIETS PLUS	ABN
73608247	07/07/86	1436597	04/14/87	DIETS PLUS RX	ABN
73724047	04/22/88			FORMULA 6	ABN
76014342	03/21/00			HEALTH FOOD FOR DOGS	ABN
73828325	09/29/89	1628830	12/18/90	HOT MEALS	ABN
74571295	09/08/89	1927768	10/17/90	ITCHY DOG DESIGN	REG
74571296	09/08/94	1911064	08/15/95	ITCHY DOG DESIGN	REG
73628436	11/04/86			LE GOURMET	ABN
78148339	07/29/02	2711577	04/29/03	PERFECT SERVINGS	REG
75829871	10/22/99	2475143	08/07/01	PINNACLE	REG
75829872	10/22/99	2477341	08/14/01	PINNACLE BALANCE NATURAL WHOLESOME	REG
74334473	11/25/92	1961243	03/12/96	PINNACLE DIET	ABN
78387024	03/18/04			POWER OF PETS	ABN
73158118	02/09/78	1138891	08/19/80	PRO-PLUS	ABN
75658141	03/11/99	2332140	03/21/00	SELECT CHOICE	REG
74425215	08/16/93			THE PINNACLE OF PERFORMANCE	ABN
75053017	02/05/96	2066594	06/03/97	THE PINNACLE OF PERFORMANCE	REG
71672084	08/23/54	0605248	04/26/55	WALTER KENDALL	ABN
73828192	09/28/89	1628528	12/18/90	WALTER PREMIUM KENDALL HOT MEALS	ABN
76244461	04/23/01	2604270	08/06/02	SIMPLY NATURAL	REG

**SCHEDULE B  
BREEDER'S CHOICE PET FOODS, INC.  
SCHEDULE OF TRADEMARKS (NON-US)**

Country	Appl. No	Filing Date	Reg No.	Reg Date	Mark	Status
CTM	1718709	06/21/00	1718709	06/21/00	APD	Registered
JP	6-33408	04/01/94	3311452	05/23/97	APD	Registered
HK	7480/94	07/05/94	B07802	06/22/99	APD-ADVANCED PET DIETS	Registered
JP			2264065	09/21/90	AVO	Abandoned
JP			2264066	09/21/90	AVO DERM	Registered
CTM	656413	10/17/97	656413	03/22/99	AVO DIETS	Registered
MX	378248	06/08/99	616331	06/28/99	AVO-DERM	Registered
JP	6-33407	04/01/94			AVO-DIETS	Abandoned
JP	200285029	10/07/02	4687841	07/04/03	AVO-DIETS	Registered
KR	1994-16818	04/27/94	367403	07/02/97	AVO-DIETS	Registered
JP	2002-5565	01/28/02	4617253	11/01/02	AVO-DIETS, HEALTH FOOD FOR DOGS	Registered
CA	630155	08/18/90	410251	08/09/91	BREEDERS CHOICE	Registered
CA	658416	04/28/89	387597	04/02/93	BREEDERS CHOICE	Registered
BX		06/17/92	515467	01/04/93	BREEDER'S CHOICE	Registered
CA	645322	12/01/89	386381	07/05/91	BREEDER'S CHOICE	Registered
CTM	656355	10/17/97	656355	05/07/99	BREEDER'S CHOICE	Registered
DE	B95831	06/16/92	2102383	12/11/96	BREEDER'S CHOICE	Registered
DK	5055/92	07/14/92	10741	11/20/92	BREEDER'S CHOICE	Registered
FI	3444/93	07/15/92	129123	11/22/93	BREEDER'S CHOICE	Registered
HK	96/04994	04/27/96			BREEDER'S CHOICE	Pending
HK	93/05049	05/21/93			BREEDER'S CHOICE	Abandoned
JP	2-45788	04/20/90	2711913	12/26/95	BREEDER'S CHOICE	Registered
KR	1993/18734	06/04/93	308145	02/16/95	BREEDER'S CHOICE	Registered
MX	378247	06/08/99	616330	06/28/99	BREEDER'S CHOICE	Registered
NO	92.3604	07/16/92			BREEDER'S CHOICE	Abandoned
SE	92-06456	07/14/92	246205	01/29/93	BREEDER'S CHOICE	Registered
TW			636470	03/16/94	BREEDER'S CHOICE	Registered
CTM	1718683	06/21/00	1718683	06/21/00	PINNACLE	Registered