

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights at Reel/Frame 2866/0846

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UBS AG, STAMFORD BRANCH, As Agent		05/19/2006	Bank:

RECEIVING PARTY DATA

Name:	The Meow Mix Company
Street Address:	400 Plaza Drive
Internal Address:	1st Floor
City:	Secaucus
State/Country:	NEW JERSEY
Postal Code:	07094
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	0984625	TASTES SO GOOD CATS ASK FOR IT BY NAME!
Registration Number:	1359527	ALLEY CAT
Registration Number:	1995276	MEOW MIX
Registration Number:	2004697	THE ONLY CAT FOOD CATS ASK FOR BY NAME
Registration Number:	2365313	MEOW MIX
Registration Number:	2468347	
Registration Number:	2521864	MEOW MIX MOBILE DELIVERING THE GREAT TASTE CATS ASK FOR BY NAME!
Registration Number:	2770134	MEOW MORSELS
Registration Number:	2768005	MEOW-A-LOT
Registration Number:	2815613	MEOW TV
Registration Number:	2867575	NEW LOOK SAME GREAT TASTE! ALLEY CAT

OP \$715.00 0984625

Registration Number:	2850526	CAT YOGA
Registration Number:	1741561	MEOW MIX
Registration Number:	2835286	MEOW MIX
Serial Number:	76510334	MR. MEOW
Serial Number:	76517935	MS. CAT USA BEAUTY PAGEANT
Serial Number:	76520552	MEOW RADIO
Serial Number:	76518661	CAT TV
Serial Number:	76528168	MRS. MEOW
Serial Number:	76528055	MEOW YOGA
Serial Number:	76529418	MEOW TALK
Serial Number:	76529417	CAT TALK
Serial Number:	76534856	TASTY DELIGHT
Serial Number:	76534855	MARKET SELECT
Serial Number:	76535779	HAPPY FEET
Registration Number:	2798972	MEOW
Registration Number:	2805635	MEOW CENTRAL
Registration Number:	2845969	MEOW NIPS

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-951-8144
Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: 150 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2866/0846
NAME OF SUBMITTER:	Eileen Sullivan
Signature:	/eileen sullivan/
Date:	05/19/2006

Total Attachments: 4
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of May 19, 2006, from UBS AG, STAMFORD BRANCH, in its capacity as collateral agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), with a business address at 677 Washington Boulevard, Stamford, Connecticut 06902, to The Meow Mix Company, a Delaware corporation (the "Company"), with a business address at 400 Plaza Drive, 1st Floor, Secaucus, New Jersey 07094.

WITNESSETH:

WHEREAS, pursuant to the Security Agreement among the Company, Meow Mix Holdings, Inc., and Meow Mix Decatur Production I LLC dated as of October 10, 2003, as amended and restated on July 13, 2005, in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Company to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of October 10, 2003, among the Agent and the Company (the "Security Agreement"), the Company, by reference to the Collateral Agreement, reaffirmed its grant of a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on October 23, 2003, at Reel 2866 and Frame 0846; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby agrees and acknowledges as follows:

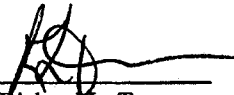
1. Definitions. The term "Trademark Collateral" as used herein, shall mean all of the Company's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

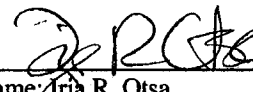
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and be void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the termination and release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

UBS AG, STAMFORD BRANCH

By: 
Name: Richard L. Tavrow
Title: Director

By: 
Name: Irja R. Otsa
Title: Associate Director

Schedule A

U.S. Trademarks

Trademark	Registration No.	Serial No.
Tastes So Good Cats Ask for It By Name	984,625	72/461,919
Alley Cat	1,359,527	73/448,498
Meow Mix (Wording)	1,995,276	74/708,951
The Only Cat Food Cats Ask For By Name	2,004,697	74/497,836
Meow Mix (Logo)	2,365,313	75/634,735
Meow Mix (Cat Face)	2,468,347	75/728,996
Meow Mix Mobile Delivering The Great Taste Cats Ask For By Name	2,521,864	76/015,960
Meow Morsels	2,770,134	76/407,349
Meow-A-Lot	2,768,005	76/433,073
Meow TV	2,815,613	76/442,785
Alley Cat (New Design – 100% For A Healthy Cat New Look Same Great Taste! Alley Cat Poultry & Seafood Flavors	2,867,575	76/486,699
Cat Yoga	2,850,526	76/520,853
Meow Mix in Design of Cartoon Cat	1,741,561	
Meow Mix (Accessories)	2,835,286	76/473,515
Mr. Meow		76/510,334
Ms. Cat USA BEAUTY PAGEANT		76/517,935
Meow Radio		76/520,552
Cat TV		76/518,661
Mrs. Meow		76/528,168
Meow Yoga		76/528,055
Meow Talk		76/529,418
Cat Talk		76/529,417
Tasty Delight		76/534,856
Market Select		76/534,855

Trademark	Registration No.	Serial No.
Happy Feet		76/535,779
Meow	2,798,972	76/442,786
Meow Central	2,805,635	76/451,456
Meow Nips	2,845,969	76/448,847