

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| 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 |

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|----------------------|----------|----------------------------|
| 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

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|-------------------------|-------------------|
| 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:

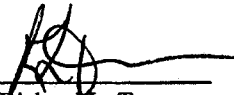
1. Definitions. The term "Trademark Collateral" as used herein, shall mean all of the Company's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning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

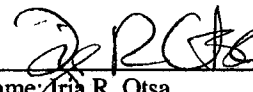
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and be void.

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 |