

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Meow Mix Company		07/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Del Monte Corporation		
Street Address:	P.O. Box 193575		
Internal Address:	One Market @ The Landmark		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94119-3575		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78882656	TOO GOOD TO PUT IN A CAN!	
CORRESPONDENCE DATA			
Fax Number:	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-951-8000		
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:	78882656		
NAME OF SUBMITTER:	Eileen Sullivan		
Signature:	/eileen sullivan/		

OP \$40.00 78882656

Date:

12/11/2006

Total Attachments: 6

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), is entered into by and between The Meow Mix Company, a corporation organized and existing under the laws of the State of Delaware, having an address of 400 Plaza Drive, 1st Floor, Secaucus, New Jersey 07094 ("Assignor"), and Del Monte Corporation, a corporation organized and existing under the laws of Delaware, having an address of P.O. Box 193575, One Market @ The Landmark, San Francisco, California 94119-3575 ("Assignee"), and is effective as July 31, 2006 ("Effective Date").

WHEREAS, Assignor has adopted, is using and is the owner of all right, title, interest, and goodwill in and to the trademark listed in the attached Schedule A (the "Mark");

WHEREAS, Assignor has entered into an Asset Transfer Agreement (the "Asset Transfer Agreement") dated as of July 31, 2006 with Assignee;

NOW, THEREFORE, pursuant to the Asset Transfer Agreement, Assignor does hereby assign, sell and transfer unto Assignee for good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged, all of its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, the right to sue for past infringement thereof, any registrations therefor, and all benefit of the Mark. Assignor does further consent to the recordation of this Assignment with any governmental agency.

Assignor agrees, without further consideration, to execute all oaths, assignments, powers of attorney, applications, and other papers necessary or desirable to fully secure to Assignee the right, title and interest conveyed herein, and to take such further actions as may be reasonably requested by Assignee in order to carry out the provisions and purposes of this Assignment including, without limitation, to execute one or more further assignments covering the Mark in a form acceptable for recordation in both the United States Patent and Trademark Office and in foreign trademark offices.

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THE MEOW MIX COMPANY
"Assignor"

By: Jon W. Graves
Name: Jon W. Graves
Title: Assistant Treasurer

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF _____

SUBSCRIBED AND SWORN to before me on this ___ day of _____, 2006,
appeared _____, the person who signed this instrument, who acknowledged
that s/he is the _____ of The Meow Mix Company and that being duly authorized
s/he signed such instrument as a free act on behalf of The Meow Mix Company.

Notary Public

My Commission Expires: _____

*(See attached
Acknowledgment)*

ACKNOWLEDGMENT

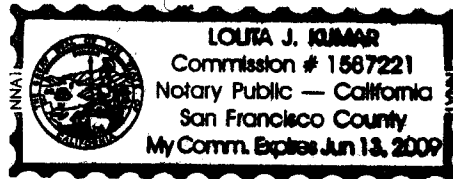
State of California)

County of San Francisco) ss.

On NOV 17, 2006 before me, Lolita J. Kumar, Notary, personally appeared
Jon W. Graves personally known to me (or proved to me on the
basis of satisfactory evidence) to be the person(s) whose name(s) is subscribed to the within
instrument and acknowledged to me that he she/they executed the same in his her/their authorized
capacity(ies), and that by his her/their signature(s) on the instrument the person(s), or the entity
upon behalf of which the person(s) acted, executed the instrument.

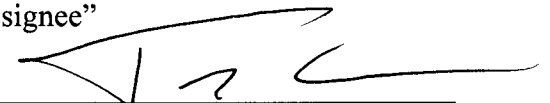
WITNESS my hand and official seal

Signature  (SEAL)



The foregoing assignment by Del Monte Corporation. is hereby accepted as of the 15
day of November, 2006.

DEL MONTE CORPORATION
"Assignee"

By: 

Name: Timothy S. Ernst
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF _____

SUBSCRIBED AND SWORN to before me on this ____ day of _____, 2006,
appeared _____, the person who signed this instrument, who
acknowledged that s/he is the _____ of Del Monte Corporation., and that
being duly authorized s/he signed such instrument as a free act on behalf of Del Monte
Corporation.

Notary Public

My Commission Expires: _____

*see attached
Acknowledgment*

ACKNOWLEDGMENT

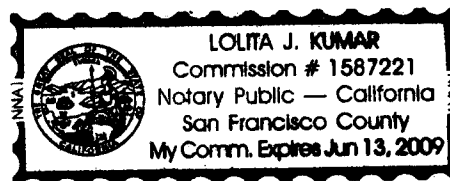
State of California)

County of San Francisco) ss.

On NOV 15, 2006 before me, Lolita J. Kumar, Notary, personally appeared Timothy S. Ernst personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names(s) is are subscribed to the within instrument and acknowledged to me that he she/they executed the same in his her/their authorized capacity(ies), and that by his her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature  (SEAL)



SCHEDULE A

Trademark Owned by The Meow Mix Company

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>FILING DATE</u>
TOO GOOD TO PUT IN A CAN!	MAY 12, 2006	78/882,656