

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
GUTWEIN & CO., INC.		01/02/2007	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	SMG BRANDS, INC.
Street Address:	1105 N Market Street, Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2457069	BIRDWATCHERS' BLEND MORNING SONG
Registration Number:	2929254	
Registration Number:	2255270	MORNING SONG
Registration Number:	2801250	RACK ATTACK
Registration Number:	2772446	SIZE DOES MATTER
Registration Number:	2801111	SONGBIRD'S CHOICE
Registration Number:	2787225	SOUTHERN GRAIN

CORRESPONDENCE DATA

Fax Number: (650)213-0260
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650-812-1300
 Email: patrademarks@manatt.com
 Correspondent Name: MANATT, PHELPS & PHILLIPS, LLP
 Address Line 1: 1001 Page Mill Road, Building 2
 Address Line 4: Palo Alto, CALIFORNIA 94304

CH \$190.00 2457069

ATTORNEY DOCKET NUMBER:	29019-042 GUTWEIN ASSIGNS
NAME OF SUBMITTER:	Nola M. Wutzke, Paralegal for Applicant
Signature:	/Nola M. Wutzke/
Date:	03/15/2007
Total Attachments: 1 source=Gutwein Assignment to SMG Brands Inc#page1.tif	

ASSIGNMENT

WHEREAS, Gutwein & Co., Inc., an Indiana corporation, ("Assignor") is the owner of the following trademarks and service marks (the "Marks") now registered in the United States Patent and Trademark Office for the goods and/or services identified therein:

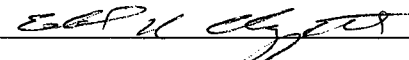
Trademark	Reg. No.	Class/Goods	Reg. Date
BIRDWATCHER'S BLEND MORNING SONG & Design	2,457,069	31/wild bird food	6/5/01
MISCELLANEOUS DESIGN (Deer Head and Shoulders)	2,929,254	31/food stuffs for animals, namely grain or food pellets for wildlife	3/1/05
MORNING SONG & Design	2,255,270	31/wild bird food	6/22/99
RACK ATTACK	2,801,250	31/food stuffs for animals, namely grain for wildlife	12/30/03
SIZE DOES MATTER	2,772,446	31/food stuffs for animals, namely grain or food pellets for wildlife	10/7/03
SONGBIRD'S CHOICE	2,801,111	31/wild bird foods	12/30/03
SOUTHERN GRAIN	2,787,225	31/food stuffs for animals	11/25/03

; and

WHEREAS, SMG Brands, Inc., a Delaware corporation, ("Assignee") desires to acquire the Marks, and the above-referenced registrations therefor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof, *nunc pro tunc*, effective as of October 1, 2006.

GUTWEIN & CO., INC.

By: 

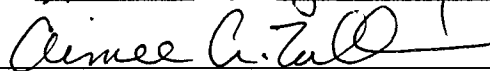
Name: Edward R. Claggett

Title: Vice President and Assistant Secretary

Dated effective as of: October 1, 2006

SUBSCRIBED and SWORN to before

me this 2nd day of January, 2007.



Notary Public

**AIMEE A. ZALESKI
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
LIFETIME COMMISSION**