

**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
Thompson Holdings, L.P.		01/15/2008	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Zoo Too LLC
<b>Street Address:</b>	400 Plaza Drive, 1st Floor
<b>City:</b>	Secaucus
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07094
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 26**

Property Type	Number	Word Mark
Serial Number:	77146703	ZOO TOO
Serial Number:	77047971	ZOO TOO
Serial Number:	77136475	ZOO TOO
Serial Number:	77327138	ZOOTOO
Serial Number:	77146470	ZOO TOO HOUSE
Serial Number:	77115131	ZOO TOO HOUSE
Serial Number:	77136441	ZOO TOO HOUSE
Serial Number:	77299311	ZOOTOO HOUSE
Serial Number:	77124925	COMPETIBLE
Serial Number:	77124957	COMPETABLE
Serial Number:	77146561	ZOO TOO CREW
Serial Number:	77141111	ZOO TOO CREW
Serial Number:	77254909	ZOOTOO TV
Serial Number:	77291636	PET PULSE

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Serial Number:	77291649	PET PULSE
Serial Number:	77259597	ZOO TOO HOUSE FOUNDATION
Serial Number:	77259266	ZOO TOO HOUSE FOUNDATION
Serial Number:	77259301	ZOO TOO HOUSE FOUNDATION
Serial Number:	77124897	EMPOWERING PEOPLE TO HELP PETS
Serial Number:	77169850	CREATED FOR PETS, POWERED BY PEOPLE
Serial Number:	77218047	RATE AND REVIEW THE PET WORLD
Serial Number:	77248683	WHERE PET LOVERS ROAM FREE
Serial Number:	77259613	EVERY CLICK HELPS A PET
Serial Number:	77271207	DEDICATED TO HELPING PET SHELTERS
Serial Number:	77352272	BRINGING PET LOVERS TOGETHER
Serial Number:	77352271	A PLACE FOR PET LOVERS

**CORRESPONDENCE DATA**

Fax Number: (913)647-9057  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 913-647-9050  
Email: tmdocketing.burbach@hoveywilliams.com  
Correspondent Name: Cheryl L. Burbach  
Address Line 1: 10801 Mastin Blvd., Suite 1000  
Address Line 2: 84 Corporate Woods  
Address Line 4: Overland Park, KANSAS 66210

ATTORNEY DOCKET NUMBER:	3068.080
NAME OF SUBMITTER:	Cheryl L. Burbach
Signature:	/CLB/
Date:	01/22/2008

Total Attachments: 2  
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## ASSIGNMENT

WHEREAS, Thompson Holdings, L.P., a Delaware Limited Partnership having a place of business at 830 Park Avenue, Apt. 7B, New York, New York 10012 (hereinafter referred to as "Thompson Holdings"), has intended to use the marks listed below in commerce, and has filed applications as noted below indicating that intention, but has not yet filed an allegation of use under §§ 1(c) or 1(d) of the Trademark Act (hereinafter referred to as the "Marks"):

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
ZOOTOO	77/146,703	April 2, 2007
ZOOTOO	77/047,971	November 20, 2006
ZOOTOO	77/136,475	March 21, 2007
ZOOTOO	77/327,138	November 12, 2007
ZOOTOO HOUSE	77/146,470	April 2, 2007
ZOOTOO HOUSE	77/115,131	February 23, 2007
ZOOTOO HOUSE	77/136,441	March 21, 2007
ZOOTOO HOUSE	77/299,311	October 9, 2007
COMPETIBLE	77/124,925	March 7, 2007
COMPETABLE	77/124,957	March 7, 2007
ZOOTOO CREW	77/146,561	April 2, 2007
ZOOTOO CREW	77/141,111	March 27, 2007
ZOOTOO TV	77/254,909	August 14, 2007
PET PULSE	77/291,636	September 28, 2007
PET PULSE	77/291,649	September 28, 2007
ZOOTOO HOUSE FOUNDATION	77/259,597	August 20, 2007
ZOOTOO HOUSE FOUNDATION	77/259,266	August 20, 2007
DEDICATED TO HELPING PET SHELTERS		
ZOOTOO HOUSE FOUNDATION	77/259,301	August 20, 2007
DEDICATED TO HELPING PET SHELTERS		
EMPOWERING PEOPLE TO HELP PETS	77/124,897	March 7, 2007
CREATED FOR PETS, POWERED BY PEOPLE	77/169,850	May 1, 2007
RATE AND REVIEW THE PET WORLD	77/218,047	June 28, 2007
WHERE PET LOVERS ROAM FREE	77/248,683	August 7, 2007
EVERY CLICK HELPS A PET	77/259,613	August 20, 2007
DEDICATED TO HELPING PET SHELTERS	77/271,207	September 4, 2007
BRINGING PET LOVERS TOGETHER	77/352,272	December 14, 2007
A PLACE FOR PET LOVERS	77/352,271	December 14, 2007

WHEREAS, Thompson Holdings is assigning the Marks and the above-identified applications as part of the entire business or portion thereof to which the mark pertains as required by 15 U.S.C. § 1060; and

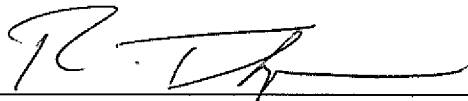
WHEREAS, Zoo Too LLC, a Delaware Limited Liability Company having a place of business at 400 Plaza Drive, 1<sup>st</sup> Floor, Secaucus, New Jersey 07094 (hereinafter referred to as "Zoo Too"), the successor of the ongoing and existing portion of the business of Thompson Holdings to

which the Marks pertain, is desirous of acquiring the Marks and the pending intent-to-use applications therefor.

NOW, THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Thompson Holdings has sold, assigned and transferred, and by these presents does sell, assign and transfer unto Zoo Too all right, title and interest in and to the Marks, the pending applications therefore, together with that portion of Thompson Holding's business in connection with which it has a bona fide intent to use the Marks, and the goodwill of the business symbolized thereby.

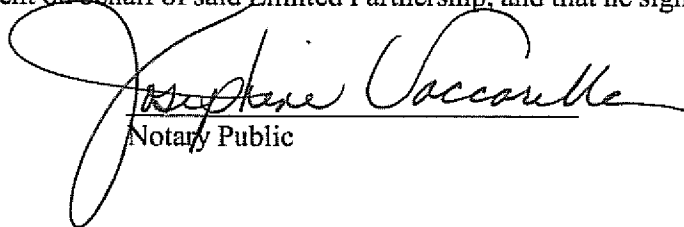
Executed this 15 day of January, 2008.

THOMPSON HOLDINGS, L.P.

By:   
Name: Richard C. Thompson  
Title: General Partner

STATE OF NEW JERSEY  
COUNTY OF Hudson ) SS.

On this 15 day of JANUARY, 2008, before me personally appeared Richard C. Thompson, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged to me that he is the General Partner of Thompson Holdings, L.P., the Limited Partnership described in and which executed the foregoing assignment, that he is authorized to execute this assignment on behalf of said Limited Partnership, and that he signed his name thereto by like authority.

  
Notary Public

My Commission Expires: \_\_\_\_\_

Josephine Vaccarella  
Notary Public of New Jersey  
My Commission Expires  
July 19, 2012