

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the recordation of licenses assigned incorrectly previously recorded on Reel 003741 Frame 0292. Assignor(s) hereby confirms the partial release of security interest was made in error and should be removed.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Agent for the Revolving, Term A and Term B Lenders		03/14/2008	national bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Aspen Pet Products, Inc.
Street Address:	4735 Florence St.
Internal Address:	Attn. CFO
City:	Denver
State/Country:	COLORADO
Postal Code:	80238
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2499157	TALK TO ME TREAT BALL
Registration Number:	2632991	TALK TO ME BABY BALL
Registration Number:	2805464	TALK TO ME PET TAG
Registration Number:	2858678	CHILL-A-BOWL
Registration Number:	2795030	TALK TO ME
Registration Number:	2909291	PUP-RRR-MINT
Registration Number:	3140155	MUTTZ-RRR-ELLA
Registration Number:	3325922	RUFF-ALO WINGS
Serial Number:	76298585	TALK TO ME TREATBONE
Serial Number:	78494335	KITTY ROYALE

CH \$265.00 2499157

CORRESPONDENCE DATA

Fax Number: (213)443-2926
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213-617-5493
Email: jcravitz@sheppardmullin.com
Correspondent Name: Sheppard, Mullin, Richter & Hampton LLP
Address Line 1: 333 S. Hope St., 48th Floor
Address Line 2: Attn: J. Cravitz
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	067Z-108718
NAME OF SUBMITTER:	Julie Cravitz
Signature:	/julie cravitz/
Date:	06/25/2008

Total Attachments: 7
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TO:SHEPPARD, MULLIN, RICHTER & HAMPTON LLP COMPANY:333 S. HOPE ST., 48TH FLOOR

**UNITED STATES PATENT AND TRADEMARK OFFICE**UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARCH 19, 2008

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PTAS

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
333 S. HOPE ST., 48TH FLOOR
ATTN: J. CRAVITZ
LOS ANGELES, CA 90071UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENTTHE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF
THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS
AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER
REFERENCED BELOW.PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE
INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA
PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD
FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY
CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350.
PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE,
MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 03/17/2008

REEL/FRAME: 003741/0292
NUMBER OF PAGES: 4BRIEF: RELEASE BY SECURED PARTY
DOCKET NUMBER: 067Z-108718

ASSIGNOR:

BANK OF AMERICA, N.A., AS AGENT
FOR THE REVOLVING, TERM A AND
TERM B LENDERSDOC DATE: 03/14/2008
CITIZENSHIP: UNITED STATES
ENTITY: NATIONAL BANK

ASSIGNEE:

ASPEN PET PRODUCTS, INC.
4735 FLORENCE ST.
ATTN. CFO
DENVER, COLORADO 80238CITIZENSHIP: DELAWARE
ENTITY: CORPORATIONAPPLICATION NUMBER: 76298585
REGISTRATION NUMBER:FILING DATE: 08/13/2001
ISSUE DATE:

MARK: TALK TO ME TREATBONE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TO:SHEPPARD, MULLIN, RICHTER & HAMPTON LLP COMPANY:333 S. HOPE ST., 48TH FLOOR

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APPLICATION NUMBER: 78494335 FILING DATE: 10/04/2004
REGISTRATION NUMBER: ISSUE DATE:

MARK: KITTY ROYALE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 76077402 FILING DATE: 06/26/2000
REGISTRATION NUMBER: 2499157 ISSUE DATE: 10/16/2001

MARK: TALK TO ME TREAT BALL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76197087 FILING DATE: 01/22/2001
REGISTRATION NUMBER: 2632991 ISSUE DATE: 10/08/2002

MARK: TALK TO ME BABY BALL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76344108 FILING DATE: 12/03/2001
REGISTRATION NUMBER: 2805464 ISSUE DATE: 01/13/2004

MARK: TALK TO ME PET TAG
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 76509722 FILING DATE: 04/28/2003
REGISTRATION NUMBER: 2858678 ISSUE DATE: 06/29/2004

MARK: CHILL-A-BOWL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 78214317 FILING DATE: 02/13/2003
REGISTRATION NUMBER: 2795030 ISSUE DATE: 12/16/2003

MARK: TALK TO ME
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 78288371 FILING DATE: 08/17/2003
REGISTRATION NUMBER: 2909291 ISSUE DATE: 12/07/2004

MARK: PUP-RRR-MINT
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 78494326 FILING DATE: 10/04/2004
REGISTRATION NUMBER: 3140155 ISSUE DATE: 09/05/2006

MARK: MUTTZ-RRR-ELLA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 78548135 FILING DATE: 01/14/2005
REGISTRATION NUMBER: 3325922 ISSUE DATE: 10/30/2007

MARK: RUFF-ALO WINGS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

USPTO 3/19/2008 6:26:08 PM PAGE 4/006 Fax Server
TO:SHEPPARD, MULLIN, RICHTER & HAMPTON LLP COMPANY:333 S. HOPE ST., 48TH FLOOR

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ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

TRADEMARK
REEL: 003803 FRAME: 0375

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

03/17/2008
 900101796

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Agent for the Revolving, Term A and Term B Lenders		03/14/2008	national bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Aspen Pet Products, Inc.
Street Address:	4735 Florence St.
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Address Line 1: 333 S. Hope St, 48th Floor	
Address Line 2: Attn: J. Cravitz	
Address Line 4: Los Angeles, CALIFORNIA 90071	
ATTORNEY DOCKET NUMBER:	067Z-108718
NAME OF SUBMITTER:	Julie Cravitz
Signature:	/julie cravitz/
Date:	03/17/2008
Total Attachments: 2 source=aspen pet partial release#page1.tif source=aspen pet partial release#page2.tif	

PARTIAL RELEASE OF SECURITY INTEREST
IN TRADEMARKS

ASPEN PET PRODUCTS, INC., a Delaware corporation, and various affiliates ("Grantor"), executed an Amended and Restated Trademark Security Agreement dated as of January 31, 2006 ("Security Agreement") in favor of BANK OF AMERICA, N.A., as (a) Agent for itself and/or acting on behalf of the Revolving Loan Lenders and the Term Loan A Lenders, and (b) Agent acting on behalf of the Term Loan B Agent and the Term Loan B Lenders ("Agent"), pursuant to which Grantor assigned and granted to Agent a security interest in and to all of Grantor's right, title and interest in and to certain trademarks and trademark applications, including the specific trademarks listed on Exhibit A attached hereto (the "Marks") and the goodwill associated therewith. The Security Agreement was duly recorded on April 25, 2006, at Trademark Recl/Frame 3296/0524 in the United States Patent and Trademark Office.

Agent wishes to release, retransfer and reassign to Grantor, without representation or warranty, all of Agent's right, title and interest in and to the Marks attached hereto, and the goodwill associated therewith, subject to the last paragraph hereunder.

For good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Agent, on behalf of itself, its successors, legal representatives and assigns, hereby releases and discharges fully its security interest in and to the Marks, and retransfers and reassigns to Grantor, without representation or warranty of any kind, express or implied, free and clear of any claims by Agent, all of Agent's right, title and interest in and to the Marks, and the goodwill associated therewith.

Agent's execution or delivery of this instrument does not constitute (a) a waiver or release of any indebtedness or other obligation on the part of Grantor, or any other grantor, under any document, instrument or agreement, (b) a waiver of any (i) default or event of default, or (ii) any right, power, privilege or remedy on the part of Grantor, or any other grantor, under any such document, instrument or agreement, or (c) a release, retransfer or reassignment of Agent's right title and interest, if any, to any license held by Grantor in the Marks, and the goodwill associated therewith.

IN WITNESS WHEREOF, Agent has executed this Release of Security Interest in Trademarks as of this 14th day of March, 2008.

BANK OF AMERICA, N.A., as Agent for the
Revolving, Term A and Term B Lenders

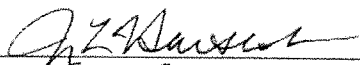
By: 
Name: Jay L. Bartholomew
Title: Senior Vice President

EXHIBIT A
TRADEMARKS

Trademark	Serial No. <u>Filing Date</u>	Registration No. <u>Registration Date</u>
TALK TO ME TREAT BALL	76077402 06/26/2000	2499157 10/16/2001
TALK TO ME BABY BALL	76197087 01/22/2001	2632991 10/08/2002
TALK TO ME TREATBONE	76298585 08/13/2001	N/A
TALK TO ME PET TAG	76344108 12/03/2001	2805464 01/13/2004
CHILL-A-BOWL	76509722 04/28/2003	2858678 06/29/2004
TALK TO ME	78214317 02/13/2003	2795030 12/16/2003
PUP-RRR-MINT	78288371 08/17/2003	2909291 12/07/2004
MUTTZ-RRR-ELLA	78494326 10/04/2004	3140155 09/05/2006
KITTY ROYALE	78494335 10/04/2004	N/A
RUFF-ALO WINGS	78548135 01/14/2005	3325922 10/30/2007