

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM314616

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ainsworth Pet Nutrition, Inc.		05/22/2014	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Ainsworth Pet Nutrition, LLC		
<b>Street Address:</b>	984 Water Street		
<b>City:</b>	Meadville,		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	16335		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 66</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4088745	AINSWORTH SPECIALTY BRANDS	
<b>Registration Number:</b>	3526069	AINSWORTH PET NUTRITION	
<b>Registration Number:</b>	4009249	DAD'S PRODUCTS COMPANY	
<b>Registration Number:</b>	3306665	WHITE BITES	
<b>Registration Number:</b>	3295542	WHITE BITES	
<b>Registration Number:</b>	2135084	BACK TO BASICS	
<b>Registration Number:</b>	2802663	DAD'S PET CARE	
<b>Registration Number:</b>	3330593	DAD'S HEALTHY HOMESTYLE	
<b>Registration Number:</b>	1974401	KITTY SELECT	
<b>Registration Number:</b>	3294696	JERKY BY-THE-FOOT	
<b>Registration Number:</b>	3372766	STUFF'EMS	
<b>Registration Number:</b>	0806443	"DAD'S" ECON-O-METS	
<b>Registration Number:</b>	3799136	FROM THE FARM TO THE BOWL	
<b>Registration Number:</b>	2135068	DAD'S KNOWS BEST	
<b>Registration Number:</b>	2428851	DAD'S GOURMET BLEND	
<b>Registration Number:</b>	3031602	DAD'S TRAIL MIX	
<b>Registration Number:</b>	2335447	KIBBLE SELECT	
<b>Registration Number:</b>	3841428	KIBBLES & NUGGETS & NIBBLES	
<b>Registration Number:</b>	3657905	LEAN & FIT	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Registration Number:	3909260	THE SOURCE
Registration Number:	3692520	GOOD SENSE
Registration Number:	2365318	MEGA-START
Registration Number:	2289643	HEARTY MEALS
Registration Number:	2909200	LOVING MEALS
Registration Number:	3303738	ENDORSED BY COWS EVERYWHERE
Registration Number:	2877338	BETTER THAN EARS
Registration Number:	2906310	ENDORSED BY PIGS EVERYWHERE
Registration Number:	3115281	NUT-TASTICS
Registration Number:	3399742	BRUSH 'EMS
Registration Number:	4195560	GNAWIN' FOREVER
Registration Number:	2976698	NEAR EARS
Registration Number:	2825931	DOGGIE DUETS
Registration Number:	3082854	BEGGAR'S CHOICE
Registration Number:	1939316	VF COMPLETE
Registration Number:	2100299	ENHANCE
Registration Number:	3394919	ENHANCE
Registration Number:	3080686	VF COMPLETE
Registration Number:	3372444	WAGGEROOS
Registration Number:	3869353	WITH LOCAL INGREDIENTS DAD'S FAMILY OWNE
Registration Number:	4309084	ENHANCE IT'S WHAT'S INSIDE
Registration Number:	2890105	BLUE BAG
Registration Number:	2898058	RED BAG
Registration Number:	2926568	ARKAT NUTRITION
Registration Number:	2987572	WELL FED RED 100 LBS.
Registration Number:	2333447	DOCTOR'S ORDERS
Registration Number:	3331148	DAD'S TASTY NUTRITION AT A PRICE YOU CAN
Registration Number:	2722817	
Serial Number:	86134630	BACK TO BASICS NUTRITION AS IT WAS MEANT
Serial Number:	86095116	BETTER THAN! THE SMARTER CHOICE
Serial Number:	86133836	BETTER THAN! THE SMARTER CHOICE BONES
Serial Number:	86133850	BETTER THAN! THE SMARTER CHOICE EARS
Serial Number:	86133876	BETTER THAN! THE SMARTER CHOICE LEAN
Serial Number:	86133605	BETTER THAN! THE SMARTER CHOICE P-NUDDY
Serial Number:	86134652	SOURCE
Serial Number:	86089115	SOURCE WHERE NUTRITION GETS REAL
Serial Number:	85695574	TASTY BENEFITS
Serial Number:	86135218	TRIPLE CHECK SYSTEM
Serial Number:	86221971	FROM LOCAL FARMS TO YOUR PET'S BOWL

**TRADEMARK**

Property Type	Number	Word Mark
Serial Number:	86173226	INGREDIENTS WITH A PURPOSE
Serial Number:	86210783	INGREDIENTS WITH A PURPOSE
Serial Number:	85695572	PURE BENEFITS
Serial Number:	86173248	SOURCE COMPLETE
Serial Number:	86209532	SOURCE COMPLETE
Serial Number:	86173270	SOURCE COMPLETE: INGREDIENTS WITH A PURP
Serial Number:	85688327	THE FARM-TO-BOWL DIFFERENCE
Serial Number:	86133505	WHOLESOME SELECTIONS

**CORRESPONDENCE DATA**

**Fax Number:** 8144534530

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 814-459-2800

**Email:** rbauer@kmgslaw.com

**Correspondent Name:** Robert M. Bauer

**Address Line 1:** 120 West Tenth Street

**Address Line 4:** Erie, PENNSYLVANIA 16501

<b>ATTORNEY DOCKET NUMBER:</b>	0044225.0149
<b>NAME OF SUBMITTER:</b>	Robert M. Bauer
<b>SIGNATURE:</b>	/Robert M. Bauer/
<b>DATE SIGNED:</b>	08/20/2014

**Total Attachments: 4**

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## TRADEMARK ASSIGNMENT

WHEREAS, Ainsworth Pet Nutrition, Inc, a Pennsylvania Corporation having a principal address at 984 Water Street, Meadville, PA 16335, hereinafter referred to as the "ASSIGNOR" hereby represents that it owns all rights, title, and interest in, to and under the trademarks and trademark applications listed in Schedule A attached hereto (the "Trademarks").

WHEREAS, Ainsworth Pet Nutrition, LLC, a Delaware Corporation having a principal address at 984 Water Street, Meadville, PA 16335, hereinafter referred to as the "ASSIGNEE", is desirous of acquiring all rights, title, and interest in, to and under the Trademarks.

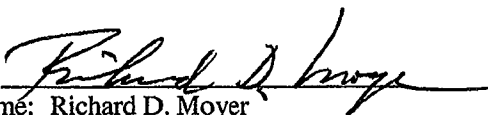
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, ASSIGNOR hereby irrevocably and unconditionally assigns, sells, transfers and sets over to the ASSIGNEE, its successors and assigns, free and clear of all liens and encumbrances, all rights, title and interest in, to and under the Trademarks, together with the goodwill associated therewith, and the right to sue, make claims, and recover damages for any and all past, present and future infringements; said ASSIGNEE, its successors and assigns, to have, hold, exercise, and enjoy the Trademarks, with all the rights, powers, privileges and advantages in anywise arising from or appertaining thereto, for and during the term thereof, for the use and benefit of ASSIGNEE, in as ample and beneficial a manner to all intents and purposes as the ASSIGNOR might or could have held and enjoyed the same had this Trademark Assignment not been made.

ASSIGNOR hereby warrants and represents that they have the full right to convey the entire right and interest herein assigned, that there are no rights or interests outstanding inconsistent with the rights and interests granted herein, and that it will not execute any instrument or grant or transfer any rights or interests inconsistent with the rights and interests granted herein.

ASSIGNOR hereby authorizes and requests the United States Patent and Trademark Office and the Canadian Intellectual Property Office to record this Trademark Assignment, and to transfer the Trademarks to the ASSIGNEE as owner of all right, title and interest therein, or otherwise as the Assignee may direct, in accordance with the terms of this Trademark Assignment.

IN WITNESS WHEREOF, ASSIGNOR has hereunto executed this Trademark Assignment as of the 22<sup>nd</sup> day of May, 2014.

AINSWORTH PET NUTRITION, INC.

By:   
Name: Richard D. Moyer  
Title: CFO and Treasurer

I have authority to bind ASSIGNOR.

**Schedule A**

**UNITED STATES**

<b>REGISTRATION/SERIAL NUMBER</b>	<b>MARK</b>
4088745	AINSWORTH SPECIALTY BRANDS
3526069	AINSWORTH PET NUTRITION
4009249	DAD'S PRODUCTS COMPANY
3306665	WHITE BITES
3295542	WHITE BITES
2135084	BACK TO BASICS
2802663	DAD'S PET CARE
3330593	DAD'S HEALTHY HOMESTYLE
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3799136	FROM THE FARM TO THE BOWL
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3657905	LEAN & FIT
3909260	THE SOURCE
3692520	GOOD SENSE
2365318	MEGA-START
2289643	HEARTY MEALS
2909200	LOVING MEALS
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3115281	NUT-TASTICS
3399742	BRUSH 'EMS
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2825931	DOGGIE DUETS
3082854	BEGGAR'S CHOICE
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3394919	ENHANCE
3080686	VF COMPLETE
3372444	WAGGEROOS

3869353	WITH LOCAL INGREDIENTS DAD'S FAMILY OWNED QUALITY
4309084	ENHANCE IT'S WHAT'S INSIDE
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2898058	RED BAG
2926568	ARKAT NUTRITION
2987572	WELL FED RED 100 LBS.
2333447	DOCTOR'S ORDERS
86134630	BACK TO BASICS NUTRITION AS IT WAS MEANT TO BE
86095116	BETTER THAN! THE SMARTER CHOICE
86133836	BETTER THAN! THE SMARTER CHOICE BONES
86133850	BETTER THAN! THE SMARTER CHOICE EARS
86133876	BETTER THAN! THE SMARTER CHOICE LEAN
86133605	BETTER THAN! THE SMARTER CHOICE P-NUDDYBITES
86134652	SOURCE
86089115	SOURCE WHERE NUTRITION GETS REAL
85695574	TASTY BENEFITS
86135218	TRIPLE CHECK SYSTEM
86221971	FROM LOCAL FARMS TO YOUR PET'S BOWL
86173226	INGREDIENTS WITH A PURPOSE
86210783	INGREDIENTS WITH A PURPOSE
85695572	PURE BENEFITS
86173248	SOURCE COMPLETE
86209532	SOURCE COMPLETE
86173270	SOURCE COMPLETE: INGREDIENTS WITH A PURPOSE
85688327	THE FARM-TO-BOWL DIFFERENCE
86133505	WHOLESOME SELECTIONS
3331148	DAD'S TASTY NUTRITION AT A PRICE YOU CAN AFFORD
2722817	[NO NAME EDIBLE CHEW ILLUSTRATION]

**CANADA**

**REGISTRATION/SERIAL MARK  
NUMBER**

TMA186586	A LA CAT
TMA862581	BACK TO BASICS
TMA320546	BARS OF COLOUR IN RECTANGLE DESIGN
TMA600536	BETTER THAN EARS
TMA769408	BRUSH 'EMS
TMA623514	CANINE COMBOS
TMA185271	CAT KITCHEN
TMA386223	FANTASY
TMA131187	GAINES

TMA207068	GAINES & DESIGN
TMA165240	GAINES-BURGERS
UCA017439	GAINES DOG MEAL & DESIGN
TMA163883	GAINES EXTRA
TMA196777	GAINES FULL COURSE
TMA182274	GAINES MEAL
TMA165241	GAINES PRIME
TMA224140	GAINES PUPPY CHOICE
TMA226862	GAINES PUPPY DIET
TMA226863	GAINES PUPPY FORMULA
TMA261031	GAINES SELECT
TMA226866	GAINES TENDER CHUNKS
TMA116231	GRAVY TRAIN
TMA399683	LEAN GOURMET
TMA434595	LOVE MY CAT
TMA415992	MORE BEEF BETTER TASTE & DESIGN
TMA388410	NUGGETS & NIBBLES
TMA696664	NUT-TASTICS
UCA023376	PICTURE OF A DOG SITTING IN AN ERECT...DOG & DESIGN
TMA115739	RALLY
TMA402979	ROUNDUP
1,662,781	BACK TO BASICS NUTRITION AS IT WAS MEANT TO BE