

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MANCHESTER COMMERCIAL FINANCE LLC		12/28/2004	LIMITED LIABILITY COMPANY: MINNESOTA

RECEIVING PARTY DATA

Name:	CRESTMARK COMMERCIAL FINANCE, INC.
Street Address:	7400 METRO BOULEVARD
Internal Address:	450 ONE CORPORATE PLAZA
City:	EDINA
State/Country:	MINNESOTA
Postal Code:	55439-2326
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Serial Number:	76544169	YAPPY MEAL
Serial Number:	76476729	JAVA HOUND
Serial Number:	76432888	FULLY-COOKED VETERINARY MEALS BY THREE DOG BAKERY
Serial Number:	76484206	HEARTYDOG NATURAL RECIPE HEALTHY FOOD & TREATS FOR DOGS
Serial Number:	76334196	REGULATED DIET
Serial Number:	76168555	DOGS RULE
Serial Number:	76476744	CAROBATIERS
Serial Number:	76219444	BEAGLE BAGELS
Serial Number:	76510643	BARK'N BAKE OVEN
Serial Number:	76510532	FETCH IT! STICKS
Serial Number:	76482712	JOE'S TO GO! FOOD & TREATS FOR DOGS NATURAL RECIPE

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Serial Number:	76481651	LICK'NCRUNCH!
Serial Number:	76461041	IT'S NOT PET FOOD, IT'S FOOD FOR PETS!
Serial Number:	76427980	VETERINARY MEALS
Serial Number:	75824408	NATURE'S REWARDS
Serial Number:	76392723	ENTRÉE FOR DOGS
Serial Number:	76397651	ROLLOVERS
Serial Number:	74674819	PUPCAKES
Serial Number:	75824358	ITTY BITTY SCARY KITTIES
Serial Number:	75166848	DOGALOG
Serial Number:	74674048	JUMP 'N SIT BITS
Serial Number:	75541486	BAKERY BLEND
Serial Number:	76169675	WE PITY THE KITTIES
Serial Number:	75387325	HARLEQUIN HEARTS
Serial Number:	75825773	ITTY BITTY BAGELS
Serial Number:	75554843	LICKETY-SPLIT
Serial Number:	75387403	BARK 'N FETCH
Serial Number:	74674923	THREE DOG BAKERY A BAKERY FOR DOGS
Serial Number:	76094012	DOTTIE'S DIPPED DELIGHTS
Serial Number:	75138792	THREE DOG BAKERY
Serial Number:	74674922	THREE DOG BAKERY A BAKERY FOR DOGS
Serial Number:	75824351	ITTY BITTY BONES
Serial Number:	76242070	TUMMY RUB CLUB
Serial Number:	75823610	DOTTIE'S SPOTS

CORRESPONDENCE DATA

Fax Number: (612)371-3207
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-371-3211
Email: TMG@LINDQUIST.COM
Correspondent Name: CAROLYN M. SANDBERG
Address Line 1: 80 SOUTH EIGHTH STREET
Address Line 2: 4200 IDS CENTER
Address Line 4: MINNEAPOLIS, MINNESOTA 55402-2205

NAME OF SUBMITTER:	CAROLYN M. SANDBERG
Signature:	/CAROLYN M SANDBERG/
Date:	12/28/2004

TRADEMARK

Total Attachments: 7

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ASSIGNMENT

WHEREAS, Manchester Commercial Finance LLC, a Minnesota limited liability company, having its principal place of business at 7400 Metro Boulevard, 450 One Corporate Plaza, Edina, Minnesota 55439-2326 ("Assignor"), is the holder of a security interest in certain trademark applications and trademarks listed on Schedule A hereto;

WHEREAS, Crestmark Commercial Finance, Inc., a Minnesota corporation, having its principal place of business at 7400 Metro Boulevard, 450 One Corporate Plaza, Edina, Minnesota 55439-2326 ("Assignee"), desires to acquire Assignor's security interest in the trademark applications and trademarks; and

WHEREAS, the security interest was granted to Assignor by Three Dog Bakery, Inc. a Delaware corporation, 1843 North Topping, Kansas City, MO 64120, Tax I.D. Number 20-0506880, pursuant to a Trademark Collateral Assignment and Security Agreement dated December 31, 2003, and the security interest was recorded in the United States Patent and Trademark Office at Recd/Frame 2797/0698 on February 19, 2004;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers, conveys and assigns to Assignee, Assignor's security interest in and to the trademark applications and trademarks listed on Schedule A hereto, including without limitation all renewals thereof, all proceeds of infringement suits, the right to sue for past, present and future infringements and all rights corresponding thereto throughout the world, and the good will of the business to which each of the trademarks relates.

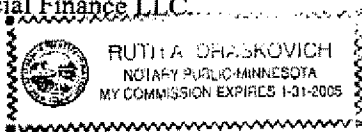
IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed effective as of the 31st day of March, 2004.

MANCHESTER COMMERCIAL FINANCE LLC

By: David R. McFarland
Name: David R. McFarland
Title: Senior Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Before me this 28th day of December, 2004, personally appeared David R. McFarland, (title) Sr. Vice Pres. of Manchester Commercial Finance LLC, the signer of the foregoing instrument, who acknowledged the same to be the free act and deed of said Manchester Commercial Finance LLC.



Ruth A. Drahokovich
Notary Public

My commission expires: 1/31/2005
Doc# 1966191\1

SCHEDULE A

To Assignment dated effective March 31, 2004, between Manchester Commercial Finance LLC, a Minnesota limited liability company, as Assignor, and Crestmark Commercial Finance, Inc., a Minnesota corporation, as Assignee.

PENDING APPLICATIONS - TRADEMARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>COUNTRY</u>	<u>FILING DATE</u>
YAPPY MEAL	76/544169	United States	9/11/03
JAVA HOUND	76/476729	United States	12/19/02
FULLY-COOKED VETERINARY MEALS BY THREE DOG BAKERY	76/432888	United States	7/22/02
HEARTYDOG NATURAL RECIPE HEALTHY FOOD & TREATS FOR DOGS	76/484206	United States	9/23/03
REGULATED DIET	76/334196	United States	11/5/01
DOG'S RULE	76/168555	United States	11/20/00
CAROBATIERS	76/476744	United States	12/19/02
BEAGLE BAGELS	76/219444	United States	3/5/01
BARK'N BAKE OVEN	76/510643	United States	7/30/03
FETCH IT! STICKS	76/510532	United States	5/1/03
JOE'S TO GO! FOOD & TREATS FOR DOGS NATURAL RECIPE	76/482712	United States	1/16/03
LICK'NCRUNCH!	76/481651	United States	1/13/03
IT'S NOT PET FOOD, IT'S FOOD FOR PETS!	76/461041	United States	10/24/02

PENDING APPLICATIONS - TRADEMARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>COUNTRY</u>	<u>FILING DATE</u>
VETERINARY MEALS	76/427980	United States	7/8/02
BEAGLE BAGELS	117447300	Canada	4/8/03
ENTRÉE FOR DOGS	117447100	Canada	4/8/03
JUMP 'N SIT BITS	117446900	Canada	4/8/03
ITTY BITTY BONES	117391500	Canada	7/7/03
WOOFERS	117390900	Canada	7/7/03
CHASE 'N CHOMP	117390700	Canada	7/7/03
WE PITY THE KITTIES	117447200	Canada	4/8/03
BARK 'N FETCH	117447000	Canada	4/8/03
FETCH IT! STICKS	117390800	Canada	4/7/03
LICK'N CRUNCH	117390600	Canada	4/7/03
MISCELLANEOUS DESIGN	2001-093481	Japan	10/18/01

REGISTERED MARKS

<u>MARK</u>	<u>REG. NO.</u>	<u>COUNTRY</u>	<u>REG. DATE</u>
NATURE'S REWARDS	2,535,404	United States	2/5/02
ENTRÉE FOR DOGS	2,749,639	United States	8/12/03
ROLLOVERS	2,674,991	United States	1/14/03
THREE DOG BAKERY THE BAKERY FOR DOGS & DESIGN	TMA537372	Canada	11/20/00
THREE DOG BAKERY THE BAKERY FOR DOGS & DESIGN	2,126,910	United Kingdom	8/21/98
THREE DOG BAKERY	294769	European Community	9/24/98

REGISTERED MARKS

<u>MARK</u>	<u>REG. NO.</u>	<u>COUNTRY</u>	<u>REG. DATE</u>
GRACIE'S GRAND SAMPLER	4571976	Japan	5/24/02
DOGALOG	4589185	Japan	7/26/02
DOTTIE'S SPOTS	4571975	Japan	5/24/02
BIG SCARY KITTIES	4571973	Japan	5/24/02
BEAGLE BAGELS	4579637	Japan	6/21/02
THREE DOG BAKERY A BAKERY FOR DOGS	4571978	Japan	5/24/02
DOTTIE'S DIPPED DELIGHTS	4571974	Japan	5/24/02
BARK 'N FETCH	4571972	Japan	5/24/02
JUMP 'N SIT BITS	4571977	Japan	5/24/02
THREE DOG BAKERY	4127258	Japan	3/20/98

COMMON LAW TRADEMARKS

<u>MARKS</u>	<u>SERIAL NO.</u>	<u>ASSIGNEE</u>	<u>ABANDONED</u>
DESIGN ONLY	76/242899	NO	4/5/2002
SCOTTIE BISCOTTI	75/387069	NO	8/13/2000
THE WHOLE KITTEN CABOODLE	75/824438	NO	12/20/2001
SNICKERPOODLES	74/674868	NO	8/4/1998
MUTT MUFFINS	74/674818	NO	3/5/2003
GRACIE'S GRAND SAMPLER	74/676397	YES	9/20/2003
ST. BERNARD BARS	74/676387	YES	10/18/2003
COLLIEFLOWERS	74/676396	NO	10/25/2003
DOG CATALOG	74/674925 Reg No. 2,024,969	YES	9/27/2003
SARAH'S SLAP O' RIB	74/674825 Reg No. 1976439	NO	3/1/2003
CHOW WOW CHEESE PIZZAS	74/676394	YES	3/18/1996
PUPCAKES	74/674819 Reg No. 1976436	YES	NO
NATURE'S REWARDS	75/824408 Reg No. 2,535,404	YES	NO
ITTY BITTY SCARY KITTIES	75/824358 Reg. No. 2467206	YES	NO
DOGALOG	75/166848 Reg No. 2081693	YES	NO
TRUFFLES RUFFLES	74/677238 Reg No. 1980903	YES	3/22/2003
JUMP 'N SIT BITS	74/674048 Reg No. 1978181	YES	NO
BAKERY BLEND	75/541486 Reg No. 2363797	YES	NO
WE PITY THE KITTIES	76/169675 Reg No. 2567033	YES	NO
HARLEQUIN HEARTS	75/387325 Reg No. 2192380	YES	NO
HOUND DOG	74/674824	YES	3/1/2003

COMMON LAW TRADEMARKS

<u>MARKS</u>	<u>SERIAL NO.</u>	<u>ASSIGNEE</u>	<u>ABANDONED</u>
HEARTS	Reg No. 1976438		
ITTY BITTY	75/825773	YES	NO
BAGELS	Reg No. 2481545		
LICKETY-SPLIT	75/554843	YES	NO
	Reg No. 2363209		
BARK 'N FETCH	75/387403	YES	NO
	Reg No. 2204009		
WOLF HOUND	74/676393	YES	3/8/2003
WOOFLES	Reg No. 1978211		
THREE DOG BAKERY			
A BAKERY FOR DOGS	74/674923	YES	NO
	Reg No. 1971349		
SANTE FE OLE'			
SOUTHWEST SAMPLER	74/674833	NO	11/18/2003
	Reg No. 2026435		
CAROB-DIPPED ROLLOVERS	74/674823	YES	4/26/2003
	Reg No. 1988298		
DOTTIE'S DIPPED DELIGHTS	76/094012	YES	NO
	Reg No. 2490486		
DINO BONE	75/825772	NO	10/23/2000
THREE DOG BAKERY	75/138792	YES	NO
	Reg No. 2081409		
THREE DOG BAKERY			
A BAKERY FOR DOGS	74/674922	YES	NO
	Reg No. 2021727		
SARAH JEAN'S ORIGINAL SAMPLER	74/674832	YES	5/3/2003
	Reg No. 1989781		
GRACIE'S GREAT DANISH	74/674822	YES	3/8/2003
	Reg No. 1978191		
ITTY BITTY BONES	75/824351	YES	NO
	Reg No. 2471083		
BOXER BROWNIES	74/674821	YES	3/1/2003
	Reg No. 1976437		

COMMON LAW TRADEMARKS

<u>MARKS</u>	<u>SERIAL NO.</u>	<u>ASSIGNEE</u>	<u>ABANDONED</u>
TUMMY RUB CLUB	76/242070 Reg No. 2542926	YES	NO
DOTTIE'S SPOTS	75/823610 Reg No. 2373039	YES	NO
BONETIFUL HARVEST	75/596390	NO	1/26/2001
PUPTARTS	74/674820	NO	3/13/1997

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