

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Royal Pet Supplies, Inc.

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation- State: New York  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) April 18, 2012

- Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**Additional names, addresses, or citizenship attached?  Yes  NoName: PNC Bank, National Association, as Agent

Internal \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: Two Tower Center BoulevardCity: East BrunswickState: New JerseyCountry: USAZip: 08816

- Association    Citizenship USA  
 General Partnership    Citizenship \_\_\_\_\_  
 Limited Partnership    Citizenship \_\_\_\_\_  
 Corporation    Citizenship \_\_\_\_\_  
 Other \_\_\_\_\_    Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

See Schedule A attached

B. Trademark Registration No.(s)

See Schedule A attached

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: James MurrayInternal Address: CT Lien SolutionsStreet Address: 4400 Easton Commons Way  
Suite 125City: ColumbusState: OH                              Zip: 43219Phone Number: 614-280-3566Fax Number: 800-516-6304Email Address: james.murray@wouterskluwer.com**6. Total number of applications and registrations involved:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**a. Credit Card    Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

Date

Leslie Kirsner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:  6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 004765 FRAME: 0309

Trademark Recordation Form  
PNC/Royal Pet

CONTINUATION ITEM 1 -

CONVEYING PARTY  
Name: ROYAL PET, INC.  
Corporation  
State: Florida

## SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 18, 2012, by and between Royal Pet Supplies, Inc., Regency Pet, Inc. and PNC Bank, National Association, as Agent.

APPLICATION/ REGISTRATION NO.	APPLICATION/ REGISTRATION DATE	COUNTRY	MARK
85574077	3-20-2012	USA	Deep Blue Professional
77741513 / 3725368	05-20-2009 / 12-15-2009	USA	Royal Pet Supplies

Schedule A

**TRADEMARK**  
**REEL: 004765 FRAME: 0311**

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, each of the undersigned grantors (each a "Grantor and collectively, the "Grantors"), owns the marks shown under such Grantor's name in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantors are obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively with PNC, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Grantors and the other parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantors in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, each Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in such Grantor's Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
April 18, 2012

ROYAL PET SUPPLIES, INC., as a Grantor

By: Brent P. Johnston  
Name: Brent P. Johnston  
Title: President

REGENCY PET, INC., as a Grantor

By: Brent P. Johnston  
Name: Brent P. Johnston  
Title: President

PNC BANK, NATIONAL ASSOCIATION

By: \_\_\_\_\_  
Name:  
Title:

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
April 18, 2012

ROYAL PET SUPPLIES, INC., as a Grantor

By: \_\_\_\_\_  
Name:  
Title:

REGENCY PET, INC., as a Grantor

By: \_\_\_\_\_  
Name:  
Title:

PNC BANK, NATIONAL ASSOCIATION

By: SP Kanarian  
Name: Stephen P. Kanarian  
Title: Senior Vice President

Signature page to Trademark Assignment of Security - 2751225