

## 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
Best Friends Pet Care, Inc.		04/26/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Webster Bank, National Association		
Street Address:	281 Tresser Blvd.		
Internal Address:	4th Floor		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	4283049	BEST FRIENDS PET CARE BILL OF RIGHTS	
Registration Number:	4282361	EXCEPTIONAL CARE FOR YOUR PET. PEACE OF	
Registration Number:	3596285	IT'S BEST TO STAY WITH FRIENDS	
Registration Number:	3512233	BEST FRIENDS FOREVER	
Registration Number:	3338723		
Registration Number:	3306364	BEST FRIENDS PET CARE	
Registration Number:	3386769	ALL FOR DOGGIES	
Registration Number:	3138153	SHEDICURE	
Registration Number:	3173185	SHEDICURE	
Registration Number:	2964897	ALL FOR DOGGIES	
Registration Number:	2781912	BEST FRIENDS VACATION VILLAS	
Registration Number:	2771659	BEST FRIENDS VACATION VILLAS	
Registration Number:	2630700	BEST FRIENDS PET RESORTS & SALONS	

Registration Number:	2049684	BEST FRIENDS PET CARE
Serial Number:	85566307	BE YOUR OWN DOG

**CORRESPONDENCE DATA**

Fax Number: 6027168027  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 602-364-7027  
Email: quinn.wheeler@bryancave.com  
Correspondent Name: Quinn Wheeler/Bryan Cave LLP  
Address Line 1: Two North Central Ave., Suite 2200  
Address Line 4: Phoenix, ARIZONA 85004-4406

ATTORNEY DOCKET NUMBER:	C049214.0348738
NAME OF SUBMITTER:	Quinn Wheeler
Signature:	/Quinn Wheeler/
Date:	04/26/2013

Total Attachments: 6  
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## GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, BEST FRIENDS PET CARE, INC., a Delaware corporation ("*Grantor*") owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith set forth on Schedule A; and

WHEREAS, WEBSTER BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent (the "*Grantee*"), desires to acquire a security interest in, and lien on, all of Grantor's right, title and interest in and to Grantor's trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Security Agreement, dated as of April 26, 2013, among the Grantor, its affiliates and the Grantee (as amended and restated from time to time, the "*Security Agreement*"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of Grantor's right, title and interest in and to (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the "*Marks*") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement) of the Marks, (iii) all of the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Security Agreement) of the Grantor and shall be effective as of the date of the Security Agreement.

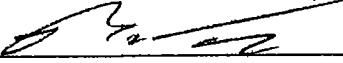
This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern. This agreement may be executed in counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one contract.

*[signature page to follow]*

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest  
as of the 26 day of April, 2013.

**GRANTOR:**

BEST FRIENDS PET CARE, INC., a  
Delaware corporation

By:  \_\_\_\_\_

Print Name: Brian Thomas

Title: Secretary, Controller and VP of Finance

**ADMINISTRATIVE AGENT:**

**WEBSTER BANK, NATIONAL ASSOCIATION**  
a national banking association,  
as Administrative Agent

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest  
as of the 26 day of April, 2013.

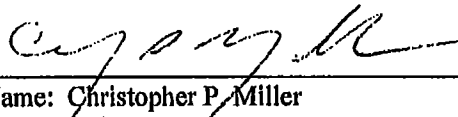
**GRANTOR:**

BEST FRIENDS PET CARE, INC., a  
Delaware corporation

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

**ADMINISTRATIVE AGENT:**

**WEBSTER BANK, NATIONAL ASSOCIATION**  
a national banking association,  
as Administrative Agent

By:   
Print Name: Christopher P. Miller  
Title: Vice President

**Schedule A - Trademarks**

<u>Owner</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Renewal Date</u>
Best Friends Pet Care, Inc.	BEST FRIENDS PET CARE BILL OF RIGHTS  BEST FRIENDS PET CARE BILL OF RIGHTS	4283049	January 29, 2019
Best Friends Pet Care, Inc.	EXCEPTIONAL CARE FOR YOUR PET. PEACE OF MIND FOR YOU  EXCEPTIONAL CARE FOR YOUR PET. PEACE OF MIND FOR YOU.	4282361	January 29, 2019
Best Friends Pet Care, Inc.	IT'S BEST TO STAY WITH FRIENDS  IT'S BEST TO STAY WITH FRIENDS	3596285	March 24, 2015
Best Friends Pet Care, Inc.	BEST FRIENDS FOREVER  BEST FRIENDS FOREVER	3512233	October 7, 2014
Best Friends Pet Care, Inc.	<i>Design Only</i>  	3338723	November 20, 2013

Grantor	Trademark	Registration Number	Renewal Date
Best Friends Pet Care, Inc.	<p data-bbox="656 323 997 352">BEST FRIENDS PET CARE</p> 	3306364	October 9, 2013
Best Friends Pet Care, Inc.	<p data-bbox="695 827 954 856">ALL FOR DOGGIES</p> 	3386769	February 19, 2014
Best Friends Pet Care, Inc.	<p data-bbox="743 1163 906 1192">SHEDICURE</p> <p data-bbox="620 1255 1036 1318">SHEDICURE</p>	3138153	September 5, 2016
Best Friends Pet Care, Inc.	<p data-bbox="743 1377 906 1407">SHEDICURE</p> 	3173185	November 21, 2016
Best Friends Pet Care, Inc.	<p data-bbox="695 1633 954 1663">ALL FOR DOGGIES</p>	2964897	July 5, 2015

<u>Grantor</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Renewal Date</u>
Best Friends Pet Care, Inc.	BEST FRIENDS VACATION VILLAS  Best Friends Vacation Villas	2781912	November 11, 2013
Best Friends Pet Care, Inc.	BEST FRIENDS VACATION VILLAS	2771659	October 7, 2013
Best Friends Pet Care, Inc.	BEST FRIENDS RESORT & SALON	1005616 (OH)	May 14, 2018
Best Friends Pet Care, Inc.	BEST FRIENDS PET RESORTS & SALONS	2630700	October 8, 2012
Best Friends Pet Care, Inc.	BEST FRIENDS PET CARE	2049684	April 1, 2017

**Applications:**

<u>Grantor</u>	<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>
Best Friends Pet Care, Inc.	BE YOUR OWN DOG  BE YOUR OWN DOG	85566307	March 11, 2012