

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
Worldwise, Inc.		01/15/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Salus Capital Partners, LLC
Street Address:	197 First Avenue
Internal Address:	Suite 250
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	1794463	WORLDWISE
Registration Number:	2680830	PANIC MOUSE
Registration Number:	2814845	BUBBLENIP
Registration Number:	2814847	PURRBALL
Registration Number:	2814848	FLUTTERFLIP
Registration Number:	2814849	PURRFACT
Registration Number:	2814850	FUZZYFINS
Registration Number:	2814851	FLUTTERBALLS
Registration Number:	2814852	WILDSTREAK
Registration Number:	2816789	PAWS N PURRS
Registration Number:	2816792	ECOREST
Registration Number:	2816793	KITTYKARNIVAL
Registration Number:	2816794	SWEETGREENS

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Registration Number:	2824754	CHEESECHASERS
Registration Number:	2876588	ECO ADVANTAGES
Registration Number:	2876590	SUPERSCRATCHER
Registration Number:	2894470	POOCHPLANET
Registration Number:	2901283	BETTER PRODUCTS, BETTER PLANET
Registration Number:	2912143	WORLDWISE
Registration Number:	2912144	WORLDWISE
Registration Number:	2926705	DEEPERSLEEPER
Registration Number:	2973739	CATNIP CONVERTIBLE
Registration Number:	3005151	BUNGEE BUDDY
Registration Number:	3080668	THERMACARE
Registration Number:	3086635	BOBBLEBOPS
Registration Number:	3088726	SNAZZYKAT
Registration Number:	3160912	SMARTYKAT
Registration Number:	3275734	COMPLETE NEEDS
Registration Number:	3309605	COMFYCORNERS
Registration Number:	3463024	PURR-PET-UAL MOTION
Registration Number:	3473302	UNDERCOVER MOUSE
Registration Number:	3540858	RUNAWAY RASCAL
Registration Number:	3543949	SCRATCHPOD
Registration Number:	3543950	ISCRATCH
Registration Number:	3545271	FLUTTERFRENZY
Registration Number:	3548359	SUPERSCRATCHER +
Registration Number:	3552094	LOCO!MOTION
Registration Number:	3617638	COZYCLAMSHELL
Registration Number:	3632631	DOGTRONICS
Registration Number:	3683440	PETLINKS
Registration Number:	3782844	COZYCOUCH
Registration Number:	3786276	CATNIP ATTRACTION SYSTEM
Registration Number:	3788793	BENEFITBONES
Registration Number:	3788794	BENEFITBITZ
Registration Number:	3825521	SNAP2IT!
Registration Number:	3842313	TIDY TIME
Registration Number:	3857569	S SCRATCH S SAFETY R REST S STIMULATION
Registration Number:	3881760	DREAMSCRATCHER

TRADEMARK

REEL: 005196 FRAME: 0616

	3971596	SNAP2IT!
Registration Number:	3977559	SLYDOG
Registration Number:	3985170	LOCO!LASER
Registration Number:	4088994	FULL CIRCLE
Registration Number:	4092392	FULL CIRCLE
Registration Number:	4134808	COMPLETENEEDS SYSTEM PHYSICAL NEEDS INST
Registration Number:	4134809	COMPLETENEEDS SYSTEM PHYSICAL NEEDS INST
Registration Number:	4134812	COMPLETENEEDS SYSTEM PHYSICAL NEEDS INST
Registration Number:	4134813	COMPLETENEEDS SYSTEM PHYSICAL NEEDS INST
Registration Number:	4134814	COMPLETENEEDS SYSTEM PHYSICAL NEEDS INST
Registration Number:	4134815	COMPLETENEEDS SYSTEM NUTRITION EXERCISE
Registration Number:	4134844	PETLINKS SYSTEM, NUTRITION, REST, STIMUL
Registration Number:	4134845	PETLINKS SYSTEM NUTRITION REST STIMULATI
Registration Number:	4134846	PETLINKS SYSTEM NUTRITION REST STIMULATI
Registration Number:	4207953	CLOSED LOOP
Registration Number:	4351369	BOTTLE BUDDY
Registration Number:	4355215	BOTTLEBUDDY
Registration Number:	4355226	SCENTS OF SECURITY
Registration Number:	4355227	SCENTS OF SECURITY
Registration Number:	4355269	POOCHPLANET BASICS

CORRESPONDENCE DATA

Fax Number: 6172484000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: tadmin@choate.com

Correspondent Name: Elizabeth A. Walker

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2010280-0035
NAME OF SUBMITTER:	Elizabeth A. Walker
Signature:	/Elizabeth A. Walker/
Date:	01/17/2014

Total Attachments: 6

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TRADEMARK
REEL: 005196 FRAME: 0617

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GRANT OF SECURITY INTEREST IN TRADEMARKS

January 15, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WORLDWISE, INC., a California corporation with its principal office at 160 Mitchell Boulevard, San Rafael, California 94903 (the "Grantor"), hereby grants to SALUS CAPITAL PARTNERS, LLC, a Delaware limited liability company with its principal office at 197 First Avenue, Suite 250, Needham, Massachusetts 02494 (the "Grantee"), a continuing security interest in and lien upon the following (except as such may be considered Excluded Property): (i) all of the Grantor's right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of January 15, 2014 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as 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 are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTOR:

WORLDWISE, INC.

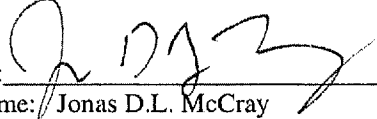
By: 
Name: Michael Trout
Title: Chief Financial Officer and Secretary

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005196 FRAME: 0620

GRANTEE:

SALUS CAPITAL PARTNERS, LLC

By: 
Name: Jonas D.L. McCray
Title: Senior Vice President

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005196 FRAME: 0621

SCHEDULE A

Mark	Reg. No. / Serial No.	Reg. Date / App. Date
BENEFITBITZ	3,788,794	5/11/2010
BENEFITBONES	3,788,793	5/11/2010
BETTER PRODUCTS, BETTER PLANET	2,901,283	11/9/2004
BLOCKS (logo)	3,857,569	10/5/10
BOBBLEBOPS	3,086,635	4/25/2006
BOTTLE BUDDY	4,351,369	6/11/13
BOTTLEBUDDY	4,355,215	6/18/13
BUBBLENIP	2,814,845	2/17/2004
BUNGEE BUDDY	3,005,151	10/4/2005
CATNIP ATTRACTION SYSTEM	3,786,276	5/4/2010
CATNIP CONVERTIBLE	2,973,739	7/19/2005
CHEESECHASERS	2,824,754	3/23/2004
CLOSED LOOP	4,207,953	9/11/12
COMFYCORNERS	3,309,605	10/9/2007
COMPLETE NEEDS	3,275,734	8/7/2007
COZYCLAMSHELL	3,617,638	5/5/2009
COZYCOUCH	3,782,844	4/27/2010
DEEPERSLEEPER	2,926,705	2/15/2005
DOGTRONICS	3,632,631	6/2/2009
DREAMSCRATCHER	3,881,760	11/23/10
ECO ADVANTAGES & Design	2,876,588	8/24/2004
ECOREST	2,816,792	2/24/2004
FLUTTERBALLS	2,814,851	2/17/2004
FLUTTERFLIP	2,814,848	2/17/2004
FLUTTERFRENZY	3,545,271	12/9/2008
FUZZYFINS	2,814,850	2/17/2004
ISCRATCH	3,543,950	12/9/2008
KITTYKARNIVAL	2,816,793	2/24/2004
LOCO!LASER	3,985,170	6/28/11
LOCO!MOTION	3,552,094	12/23/2008
PANIC MOUSE	2,680,830	1/28/03
PAWS N PURRS	2,816,789	2/24/2004
PET TESTED, PARENT APPROVED	85/849,189	Filed: 2/13/13
PET TESTED, PET PARENT APPROVED	85/849,219	Filed: 2/13/13
PETLINKS	3,683,440	9/15/2009
PETLINKS	85/839,146	Filed: 2/1/13
POOCH PLANET	2,894,470	10/19/2004
POOCHPLANET	85/839,138	Filed: 2/1/13
POOCHPLANET BASICS	4,355,269	6/18/13

Schedule A to Grant of Security Interest in Trademarks

**TRADEMARK
REEL: 005196 FRAME: 0622**

Mark	Reg. No. / Serial No.	Reg. Date / App. Date
PURRBALL	2,814,847	2/17/2004
PURRFACT	2,814,849	2/17/2004
PURR-PET-UAL MOTION	3,463,024	7/8/2008
PUZZLE LOGO - HUNT	4,134,845	5/1/12
PUZZLE LOGO - SCRATCH	4,134,844	5/1/12
PUZZLE LOGO - STIMULATION	4,134,846	5/1/12
RUNAWAY RASCAL	3,540,858	12/2/2008
SCENTS OF SECURITY	4,355,226	6/18/13
SCENTS OF SECURITY	4,355,227	6/18/13
SCRATCHPOD	3,543,949	12/9/2008
SLYDOG	3,977,559	6/14/2011
SMARTYKAT	3,160,912	10/17/2006
SMARTYKAT	85/839,150	Filed: 2/1/13
SNAP2IT!	3,825,521	7/27/10
SNAP2IT! (for pet furniture and cat scratching post)	3,971,596	5/31/11
SNAZZYKAT	3,088,726	5/2/2006
SUPERSCRATCHER	2,876,590	8/24/2004
SUPERSCRATCHER+	3,548,359	12/16/2008
SWEETGREENS	2,816,794	2/24/2004
THERMACARE	3,080,668	4/11/2006
TIDY TIME	3,842,313	8/31/10
TRUSTY PUP	85/940,104	Filed: 5/22/13
TRUSTYPUP	85/940,025	Filed: 5/22/13
UNDERCOVER MOUSE	3,473,302	7/22/08
WHEEL LOGO – HUNT	4,134,812	5/1/12
WHEEL LOGO – HYGIENE	4,134,809	5/1/12
WHEEL LOGO – INDEPENDENCE	4,134,815	5/1/12
WHEEL LOGO – REST	4,134,814	5/1/12
WHEEL LOGO – SCRATCH	4,134,808	5/1/12
WHEEL LOGO – STIMULATION	4,134,813	5/1/12
WILDSTREAK	2,814,852	2/17/2004
WORLDWISE	1,794,463	9/21/1993
WORLDWISE	2,912,143	12/21/2004
WORLDWISE & Design	2,912,144	12/21/2004
FULL CIRCLE	4,092,392	1/24/2012
FULL CIRCLE	4,088,994	1/17/2012

Mark	Reg. No. / Serial No.	Reg. Date / App. Date
PETLINKS (Classes 005, 008, 020, 021, 027)	86/138,959	12/9/2013
SMARTYKAT (Classes 005, 008, 027)	86/138/939	12/9/2013