

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM309809

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Petpeople Enterprises, LLC		06/30/2014	LIMITED LIABILITY COMPANY: OHIO
RECEIVING PARTY DATA			
Name:	CIT Finance LLC		
Street Address:	11 West 42nd Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	LIMITED LIABILITY COMPANY: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3737862	BARK 'N BAKERY	
Registration Number:	3812819	SWEETGRASS RANCH NATURALS	
Serial Number:	86176939	PETPEOPLE	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>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.</i>			
Phone:	202-370-4790		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Joanne McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, D.C. 20005		
NAME OF SUBMITTER:	Lisa A. Cobbett		
SIGNATURE:	/Lisa A. Cobbett/		
DATE SIGNED:	07/07/2014		
Total Attachments: 5			
source=Petpeople Enterprises Trademark Sercurity Agreement#page2.tif			
source=Petpeople Enterprises Trademark Sercurity Agreement#page3.tif			
source=Petpeople Enterprises Trademark Sercurity Agreement#page4.tif			

TRADEMARK

source=Petpeople Enterprises Trademark Sercurity Agreement#page5.tif

source=Petpeople Enterprises Trademark Sercurity Agreement#page6.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

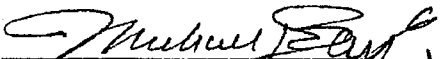
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, in order to induce the several banks and other financial institutions (the “Lenders”) to make extensions of credit and other financial accommodations to PETPEOPLE ENTERPRISES, LLC, an Ohio limited liability company with its principal place of business at 4390 Reynolds Drive, Hilliard, Ohio 43206 (the “Grantor”) and PetPeople Holdings, LLC (“Holdings” and together with the Grantor, each a “Borrower” and collectively, the “Borrowers”) pursuant to the Credit and Guaranty Agreement, dated as of June 30, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), and pursuant to the Security and Pledge Agreement, dated as of June 30, 2014, executed and delivered by, among others, the Borrowers in favor of the Grantee (as defined below) in connection with the Credit Agreement (as amended, restated supplemented or otherwise modified from time to time, the “Security Agreement”) under which the Grantor pledged and granted to CIT FINANCE LLC, as administrative agent for its own benefit and the benefit of the other Lenders, with offices at 11 West 42nd Street, New York, NY 10036 (the “Grantee”), a continuing security interest in all of the Grantor’s Intellectual Property, including the Trademarks, the Grantor hereby pledges and grants a continuing security in, to and under all of the Grantor’s right, title and interest in each United States Trademark (including, without limitation, those items set forth on Schedule A attached hereto) and all products and Proceeds thereof to the Grantee for the benefit of the Secured Parties to secure payment, performance and observance of the Obligations.

Unless otherwise defined herein or the context otherwise requires, terms used herein have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement. This Grant of Security Interest in United States Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Grantee the benefit of the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. 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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day
of June, 2014.


PETPEOPLE ENTERPRISES, LLC, as Grantor

By: 
Name: Michael S. Elkind
Title: President

Signature Page to Grant of Security Interest in U.S. Trademarks

CIT FINANCE LLC, as Agent,
as Grantee

By:

A handwritten signature in black ink, appearing to read "Christopher J. Esposito", written over a horizontal line.

Name: Christopher J. Esposito

Title: Managing Director

SCHEDULE A

All of the marks listed below are owned by PetPeople Enterprises, LLC.

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
BARK 'N BAKERY	3,737,862	January 12, 2010
SWEETGRASS RANCH	3,812,819	July 6, 2010
PETPEOPLE	86/176,939	January 28, 2014