

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM310456

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cloud Star, LLC		07/11/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Avante Mezzanine Partners SBIC, L.P.		
Street Address:	11150 Santa Monica Blvd.		
Internal Address:	Suite 1470		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90025		
Entity Type:	LIMITED PARTNERSHIP: CALIFORNIA		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Serial Number:	86181197	WAG MORE BARK LESS	
Serial Number:	86180407	WAG MORE BARK LESS	
Serial Number:	86179164	WAG MORE BARK LESS	
Serial Number:	85880526	HARVEST BOWL	
Registration Number:	4350692	DYNAMO DOG	
Registration Number:	4337900	BUDDY BISCUITS GRAIN FREE	
Registration Number:	4331555	BUDDY BISCUITS GRAIN FREE	
Registration Number:	4323918	CLOUD STAR	
Registration Number:	4101001	TRICKY TRAINERS	
Registration Number:	4022517	BUDDY BISCUITS	
Registration Number:	3966513	WAG MORE BARK LESS	
Registration Number:	3863752	BUDDY BISCUITS	
Registration Number:	3749612	BUDDY BISCUITS	
Registration Number:	3660374	WAG MORE BARK LESS	
Registration Number:	3681081	MUTTOS	
Registration Number:	3394655	WAG MORE BARK LESS	
Registration Number:	3640980	PROVENANCE	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3644742	TRAIL HOUND
Registration Number:	3886680	KING VOLTAIRE
Registration Number:	3250278	WAG MORE BARK LESS
Registration Number:	3108531	WAG MORE BARK LESS
Registration Number:	2945624	CLOUD STAR
Registration Number:	3019055	CLOUD STAR
Registration Number:	2546390	BUDDY WASH
Registration Number:	2404069	BUDDY BISCUITS
Registration Number:	2424552	CLOUD STAR

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Email: tmadmin@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:	2010272-0005
NAME OF SUBMITTER:	Elizabeth A. Walker
SIGNATURE:	/Elizabeth A. Walker/
DATE SIGNED:	07/11/2014

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN TRADEMARKS

July 11, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CLOUD STAR, LLC, a California limited liability company, having its principal place of business and chief executive office at 1304/1308 Garden Street, San Luis Obispo, California (the "Grantor"), hereby grants for the benefit of AVANTE MEZZANINE PARTNERS SBIC, L.P. ("Avante Investors") and each other holder of the Secured Obligations (Avante Investors and such other holders are hereinafter referred to collectively as the "Secured Parties" and each, individually, as a "Secured Party") a continuing security interest in and lien upon the following (except as such may be considered Excluded Property under the Security Agreement): (i) all of such Grantor's right, title and interest in, to and under the trademarks, service marks, trademark applications and registrations, and service mark applications and registrations set forth on Schedule A attached hereto and any extensions, divisionals and renewals thereof (collectively, 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, misappropriation or dilution of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Grant") has been granted in conjunction with the security interest granted to the Secured Parties under the Security and Pledge Agreement by and among the Grantor and Secured Parties, dated as of July 11, 2014 (as amended, restated, supplemented and/or modified from time to time, the "Security Agreement"). Unless otherwise defined herein, capitalized terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor. The rights and remedies of the Secured Parties 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.

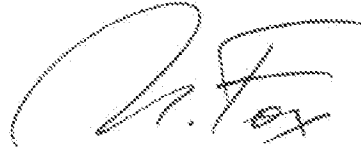
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IN WITNESS WHEREOF, the Grantor and the Secured Parties have caused this GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered by their duly authorized officers as of the date first above written.

CLOUD STAR, LLC

By: 
Name: Joseph R. Rondinelli
Title: Secretary

AVANTE MEZZANINE PARTNERS SBIC, L.P.

A handwritten signature in black ink, appearing to read 'N. Fox', written over a horizontal line.

By: _____

Name: Natasha V. Fox

Title: Partner

SCHEDULE A

United States

<u>Trademarks</u>	<u>Status</u>	<u>Appl. No.</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
WAG MORE BARK LESS	Published	86181197		
WAG MORE BARK LESS	Published	86180407		
WAG MORE BARK LESS	Published	86179164		
HARVEST BOWL	Allowed	85880526		
DYNAMO DOG	Registered	85322932	4350692	June 11, 2013
BUDDY BISCUITS GRAIN FREE (Stylized and Design – cat)	Registered	85716500	4337900	May 21, 2013
BUDDY BISCUITS GRAIN FREE (Stylized and Design – dog)	Registered	85717607	4331555	May 7, 2013
CLOUD STAR	Registered	85715328	4323918	April 23, 2013
TRICKY TRAINERS	Registered	85154345	4101001	February 21, 2012
BUDDY BISCUITS	Registered	85238193	4022517	September 6, 2011
WAG MORE BARK LESS	Registered	85218190	3966513	May 24, 2011
BUDDY BISCUITS (Stylized and Design)	Registered	77956068	3863752	October 19, 2010
BUDDY BISCUITS (Stylized and Design)	Registered	77778896	3749612	February 16, 2010
WAG MORE BARK LESS	Registered	77602266	3660374	July 28, 2009
MUTTOS	Registered	77502001	3681081	September 8, 2009
WAG MORE BARK LESS	Registered	77228418	3394655	March 11, 2008
PROVENANCE	Registered	77496976	3640980	June 16, 2009
TRAIL HOUND	Registered	77494766	3644742	June 23, 2009
KING VOLTAIRE	Registered	77394194	3886680	December 7, 2010
WAG MORE BARK LESS	Registered	76664026	3250278	June 12, 2007
WAG MORE BARK LESS	Registered	76638219	3108531	June 27, 2006
CLOUD STAR	Registered (Renewed)	76554591	2945624	May 3, 2005
CLOUD STAR	Registered	76554592	3019055	November 29, 2005
BUDDY WASH	Registered (Renewed)	76095091	2546390	March 12, 2002
BUDDY BISCUITS (Stylized and Design)	Registered (Renewed)	75852112	2404069	November 14, 2000
CLOUD STAR (Stylized and Design)	Registered (Renewed)	75669472	2424552	January 30, 2001

Canada

<u>Trademarks</u>	<u>Status</u>	<u>Appl. No.</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
CLOUD STAR	Registered	1548335	TMA842222	February 5, 2013