TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM315351

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vicar Operating, Inc.		08/27/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	900 West Trade St., Gateway Village, 900 Building
Internal Address:	Mail Code: NC1-026-06-03
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 71

Property Type	Number	Word Mark
Registration Number:	4543057	SOUNDSAFE
Registration Number:	4496203	SOUNDBANK
Registration Number:	4489648	HEALTHTRACKS
Registration Number:	4467900	SOUNDSAFE
Registration Number:	4432829	VETHICAL
Registration Number:	4355507	PARADYNE
Registration Number:	4355418	ROVERA
Registration Number:	4302279	TOUR
Registration Number:	4273199	CSERIES
Registration Number:	4269034	QUADRIGUARD
Registration Number:	4258478	COMBOGUARD
Registration Number:	4234225	TRU DR
Registration Number:	4212870	TRUDR
Registration Number:	4201245	MARK
Registration Number:	4197303	SOUND ASSURANCE
Registration Number:	4197302	ESERIES
Registration Number:	4192685	ACUGUARD
Registration Number:	4168604	SKINGUARD
Registration Number:	4161304	ORTHOPLAN

OP $1790.00 4543057

Property Type	Number	Word Mark
Registration Number:	4158133	VETHICAL
Registration Number:	4142989	ACCUPLEX
Registration Number:	4140414	VETHICAL
Registration Number:	4100032	VCA ADVANCED VETERINARY CARE CENTER
Registration Number:	3962464	SOUND-EKLIN
Registration Number:	3962463	SOUND-EKLIN
Registration Number:	3962462	SOUND-EKLIN
Registration Number:	3959936	SIMPLEGUARD
Registration Number:	3877103	ANTECH
Registration Number:	3876899	ANTECH IMAGING SERVICES
Registration Number:	3876897	ANTECH
Registration Number:	3830865	VIA
Registration Number:	3708234	VCA HOME DELIVERY FROM YOUR VETERINARIAN
Registration Number:	3708233	VCA
Registration Number:	3708232	NEVER FORGET
Registration Number:	3532664	RAPIDPACS
Registration Number:	3528170	EKLIN
Registration Number:	3506364	EKLINVAULT
Registration Number:	3466675	VCA
Registration Number:	3466673	VCA
Registration Number:	3461790	VCA
Registration Number:	3454869	RAPIDFIRE
Registration Number:	3405061	HEALTHY PET
Registration Number:	3384396	ELINC
Registration Number:	3377291	VIA
Registration Number:	3363608	FIRE HOUSE
Registration Number:	3316327	VCA SPECIALTY
Registration Number:	3313894	FASTPANEL
Registration Number:	3270004	FIREHOUSE ANIMAL HEALTH CENTER
Registration Number:	3110706	DIGITAL PRACTICE
Registration Number:	3007289	RAPIDSTUDY
Registration Number:	2961536	LOVING, EXPERT CARE.
Registration Number:	2907304	EXPERT CARE. WITH A PASSION.
Registration Number:	2847530	VCA
Registration Number:	2725544	VCA ANTECH
Registration Number:	2242237	FAMILY PET
Registration Number:	2158991	
Registration Number:	2077356	ANTECH DIAGNOSTICS
Registration Number:	2077136	ANTECH DIAGNOSTICS

Property Type	Number	Word Mark
Serial Number:	86275430	SMART DR
Serial Number:	86261253	A STORY IN EVERY VISIT
Serial Number:	86261242	EXCELLING TOGETHER
Serial Number:	86223191	SOUND TECHNOLOGIES
Serial Number:	86207251	WOOFWARE
Serial Number:	86192617	VCA CARECLUB
Serial Number:	86185312	EINSTEIN
Serial Number:	86147273	VETHICAL
Serial Number:	86076785	SPRINT ULTRALIGHT DR
Serial Number:	85947648	WOOF UNIVERSITY
Serial Number:	85947441	WOOF U
Serial Number:	85868555	
Serial Number:	85697313	BANDGUARD

CORRESPONDENCE DATA

Fax Number: 9192868199

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.

Phone: 919 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-004898
NAME OF SUBMITTER:	John E. Slaughter
SIGNATURE:	/John E. Slaughter/
DATE SIGNED:	08/27/2014

Total Attachments: 5

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of August 27, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications

See Schedule 1 attached hereto

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The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

VICAR OPERATING, INC.
a Delaware corporation

By: _____
Name: Robert L. Antin
Title: Chief Executive Officer

TRADEMARK NOTICE

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Darleen R Parmelee

Name: Darleen R Parmelee

Title: Vice President

TRADEMARK NOTICE

Schedule 1

Vicar Operating, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
SOUNDSAFE and Design	4543057	06/03/14
SOUNDBANK	4496203	03/11/14
HEALTHTRACKS	4489648	02/25/14
SOUNDSAFE	4467900	01/14/14
VETHICAL and Design	4432829	11/12/13
PARADYNE	4355507	06/18/13
ROVERA	4355418	06/18/13
TOUR	4302279	03/12/13
CSERIES	4273199	01/08/13
QUADRIGUARD	4269034	01/01/13
COMBOGUARD	4258478	12/11/12
TRU DR and Design	4234225	10/30/12
TRUDR	4212870	09/25/12
MARK	4201245	09/04/12
SOUND ASSURANCE	4197303	08/28/12
ESERIES	4197302	08/28/12
ACUGUARD	4192685	08/21/12
SKINGUARD	4168604	07/03/12
ORTHOPLAN	4161304	06/19/12
VETHICAL	4158133	06/12/12
ACCUPLEX	4142989	05/15/12
VETHICAL and Design	4140414	05/08/12
VCA ADVANCED VETERINARY CARE CENTER	4100032	02/14/12
SOUND-EKLIN and Design	3962464	05/17/11
SOUND-EKLIN and Design	3962463	05/17/11
SOUND-EKLIN	3962462	05/17/11
SIMPLEGUARD	3959936	05/10/11
ANTECH	3877103	11/16/10
ANTECH IMAGING SERVICES and Design	3876899	11/16/10
ANTECH	3876897	11/16/10
VIA (Stylized)	3830865	08/10/10
VCA HOME DELIVERY FROM YOUR VETERINARIAN and Design	3708234	11/10/09
VCA	3708233	11/10/09
NEVER FORGET	3708232	11/10/09
RAPIDPACS	3532664	11/11/08
EKLIN	3528170	11/04/08
EKLINVAULT	3506364	09/23/08
VCA and Design	3466675	07/15/08

VCA and Design	3466673	07/15/08
VCA and Design	3461790	07/08/08
RAPIDFIRE	3454869	06/24/08
HEALTHY PET	3405061	04/01/08
ELINC and Design	3384396	02/19/08
VIA	3377291	02/05/08
FIRE HOUSE and Design	3363608	01/01/08
VCA SPECIALTY and Design	3316327	10/23/07
FASTPANEL	3313894	10/16/07
FIREHOUSE ANIMAL HEALTH CENTER	3270004	07/24/07
DIGITAL PRACTICE	3110706	06/27/06
RAPIDSTUDY	3007289	10/18/05
LOVING, EXPERT CARE.	2961536	06/07/05
EXPERT CARE. WITH A PASSION.	2907304	11/30/04
VCA	2847530	06/01/04
VCA ANTECH and Design	2725544	06/10/03
FAMILY PET	2242237	04/27/99
Design only	2158991	05/19/98
ANTECH DIAGNOSTICS and Design	2077356	07/08/97
ANTECH DIAGNOSTICS	2077136	07/08/97

Pending Applications

Mark	Appl. No.	Filing Date
SMART DR	86275430	05/08/14
A STORY IN EVERY VISIT	86261253	04/24/14
EXCELLING TOGETHER	86261242	04/24/14
SOUND TECHNOLOGIES	86223191	03/17/14
WOOFWARE	86207251	02/28/14
VCA CARECLUB	86192617	02/13/14
EINSTEIN and Design	86185312	02/05/14
VETHICAL	86147273	12/18/13
SPRINT ULTRALIGHT DR	86076785	09/27/13
WOOF UNIVERSITY	85947648	05/31/13
WOOF U	85947441	05/31/13
Design only	85868555	03/06/13
BANDGUARD	85697313	08/07/12

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