

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM315352

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VCA Animal Hospitals, Inc.		08/27/2014	CORPORATION: CALIFORNIA
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: 6			
Property Type	Number	Word Mark	
Registration Number:	3531572		
Registration Number:	3531571	BRIGHTHEART VETERINARY CENTERS	
Registration Number:	3531570	BRIGHTHEART	
Registration Number:	3528086	HIGHEST STANDARDS. EXCEPTIONAL CARE. HEA	
Registration Number:	3484432	SOUTHPAWS	
Registration Number:	3391064	PET DRX	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<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:	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/		

OP \$165.00 3531572

DATE SIGNED:	08/27/2014
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Total Attachments: 4
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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

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

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,

VCA ANIMAL HOSPITALS, INC.
a California corporation

By: 

Name: Robert L. Antin

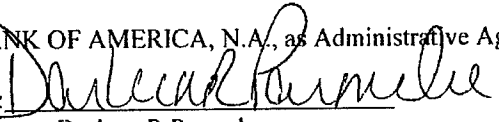
Title: Chief Executive Officer

TRADEMARK NOTICE

TRADEMARK
REEL: 005352 FRAME: 0571

Acknowledged and Accepted:

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

By: 

Name: Darleen R Parmelee

Title: Vice President

TRADEMARK NOTICE

TRADEMARK
REEL: 005352 FRAME: 0572

Schedule 1

VCA Animal Hospitals, Inc.
(California Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
Design only	3531572	11/11/08
BRIGHTHEART VETERINARY CENTERS and Design	3531571	11/11/08
BRIGHTHEART	3531570	11/11/08
HIGHEST STANDARDS. EXCEPTIONAL CARE. HEALTHIER PETS.	3528086	11/04/08
SOUTHPAWS and Design	3484432	08/12/08
PET DRX and Design	3391064	03/04/08