

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323432

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Amendment to Patent and Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Merrick Pet Care, Inc.		10/31/2014	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	245 S. Los Robles Avenue, Suite 700		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	4210022	BRAUTS-N-TOTS	
Registration Number:	4585610	CHRISTMAS DAY DINNER	
Registration Number:	4586148	COLOSSAL CHICKEN DINNER	
Registration Number:	4553107	KITCHEN BITES	
Registration Number:	4581363	MAMA MERRICK'S MEATBALLS	
Registration Number:	4310428	MERRICK WHOLE HEALTH MADE RIGHT	
Registration Number:	4456456	MERRICK WHOLE HEALTH MADE RIGHT PURRFECT	
Registration Number:	4588382	MERRICK'AN PIE	
Registration Number:	4553108	POWER BITES	
Registration Number:	4459209	TEXAS TOOTHPICKS	
Registration Number:	4314405	WHOLE HEALTH MADE RIGHT	
Registration Number:	4553117	WINGALINGS	
Registration Number:	4304049	WORKING DOG STEW	
CORRESPONDENCE DATA			
Fax Number:	2027393001		
<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:	202-739-3000		
Email:	jennifer.evans@morganlewis.com		
Correspondent Name:	Morgan, Lewis & Bockius LLP		
TRADEMARK			

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Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER: 058438-0177

NAME OF SUBMITTER: Jennifer C. Evans

SIGNATURE: /jce/

DATE SIGNED: 11/17/2014

Total Attachments: 4

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**FIRST AMENDMENT TO
PATENT AND TRADEMARK SECURITY AGREEMENT**

THIS FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated as of October 31, 2014, and entered into by and between MERRICK PET CARE, INC., a Texas corporation ("Company"), and WELLS FARGO BANK, NATIONAL ASSOCIATION ("Wells Fargo").

RECITALS

A. Company, certain of the Company's affiliates, and Wells Fargo are parties to a Credit and Security Agreement dated November 15, 2011 (as amended, supplemented or restated from time to time, the "Credit Agreement"). Capitalized terms used in these recitals have the meanings given to them in the Credit Agreements unless otherwise specified.

B. To induce Wells Fargo to provide the financial accommodations described in the Credit Agreement, Company entered into that certain Patent and Trademark Security Agreement, dated as of November 15, 2011, with Wells Fargo (the "Agreement").

C. The Company has requested that Wells Fargo modify and amend certain terms of the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

1. Amendment to Exhibit B. Exhibit B to the Agreement is hereby amended by adding the items described on Schedule 1 to this Amendment.
2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect are hereby ratified and reaffirmed by Company.
3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

[signatures on next page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

By: 

Print Name: Gary Whitaker

Title: Authorized Signatory

MERRICK PET CARE, INC.

By: _____

Print Name: Sam Spradlin

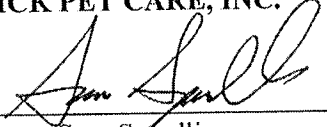
Title: Secretary

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

**WELLS FARGO BANK,
NATIONAL ASSOCIATION**

By: _____
Print Name: Gary Whitaker
Title: Authorized Signatory

MERRICK PET CARE, INC.

By:  _____
Print Name: Sam Spradlin
Title: Secretary

Schedule 1

Additional Trademarks

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS,
AND COLLECTIVE MEMBERSHIP MARKS

<u>MARK</u>	<u>APP.NO.</u>	<u>APP. DATE</u>	<u>REG. NO.</u>	<u>REG DATE</u>	<u>OWNER</u>	<u>STATUS</u>
BRAUTS-N-TOTS	85556590	29-FEB-2012	4210022	18-SEP-2012	MERRICK PET CARE, INC.	REGISTERED
CHRISTMAS DAY DINNER	85935707	17-MAY-2013	4585610	12-AUG-2014	MERRICK PET CARE, INC.	REGISTERED
COLOSSAL CHICKEN DINNER	86136254	05-DEC-2013	4586148	12-AUG-2014	MERRICK PET CARE, INC.	REGISTERED
KITCHEN BITES	85951516	05-JUN-2013	4553107	17-JUN-2014	MERRICK PET CARE, INC.	REGISTERED
MAMA MERRICK'S MEATBALLS	85935424	17-MAY-2013	4581363	05-AUG-2014	MERRICK PET CARE, INC.	REGISTERED
MERRICK WHOLE HEALTH MADE RIGHT	85551083	23-FEB-2012	4310428	26-MAR-2013	MERRICK PET CARE, INC.	REGISTERED
MERRICK WHOLE HEALTH MADE RIGHT PURRFECT BISTRO	85797187	07-DEC-2012	4456456	24-DEC-2013	MERRICK PET CARE, INC.	REGISTERED
MERRICK'AN PIE	86165950	15-JAN-2014	4588382	19-AUG-2014	MERRICK PET CARE, INC.	REGISTERED
POWER BITES	85951748	05-JUN-2013	4553108	17-JUN-2014	MERRICK PET CARE, INC.	REGISTERED
TEXAS TOOTHPICKS	85952901	06-JUN-2013	4459209	31-DEC-2013	MERRICK PET CARE, INC.	REGISTERED
WHOLE HEALTH MADE RIGHT	85536882	08-FEB-2012	4314405	02-APR-2013	MERRICK PET CARE, INC.	REGISTERED
WINGALINGS	85956885	11-JUN-2013	4553117	17-JUN-2014	MERRICK PET CARE, INC.	REGISTERED
WORKING DOG STEW	85556420	29-FEB-2012	4304049	19-MAR-2013	MERRICK PET CARE, INC.	REGISTERED