

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329922

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PetMD, Inc.		12/31/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place		
Internal Address:	18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	85768887	PETMD UNIVERSITY	
Serial Number:	85768852	PETMD UNIVERSITY	
Serial Number:	85768814	PETMDU	
Serial Number:	85768805	PETMD UNIVERSITY	
Registration Number:	4222503	PET MD	
Registration Number:	4113873	PETMD	
Registration Number:	3616013		
Registration Number:	3697864	MY DOG HAS MORE FRIENDS THAN YOU	
Registration Number:	3635233	BREEDOPEDIA	
Registration Number:	3557488	BECAUSE PETS CAN'T TALK	
Registration Number:	3925998	PETMD.COM	
Registration Number:	3585949	DOGGYSPACE	
Registration Number:	4097472	PETMD ESPAÑOL	
CORRESPONDENCE DATA			
Fax Number:	6172484000		
<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>			
Email:	tmadmin@choate.com		

OP \$340.00 85768887

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: 2009985-0027

NAME OF SUBMITTER: Elizabeth A. Walker

SIGNATURE: /Elizabeth A. Walker/

DATE SIGNED: 01/23/2015

Total Attachments: 4

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

December 31, 2014

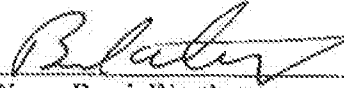
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, PETMD, INC., a Delaware corporation, (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as the collateral agent for the credit parties under the Security Agreement referred to below (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the trademarks, trademark registrations and use based trademark applications (the "Marks") set forth on Exhibit A attached hereto, (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 of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of March 23, 2012 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). 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.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

PETMD, INC., as Grantor

By: 
Name: Brock Weatherup
Title: Chief Executive Officer

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: _____
Name:
Title:

[Signature Page to Grant of Security Interest in Trademarks]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

PETMD, INC., as Grantor

By: _____
Name:
Title:

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**



By: 
Name: Robert C. Chakarian
Title: Vice President

EXHIBIT A
TRADEMARKS

<u>Description</u>	<u>Serial No./Reg. No</u>	<u>Filing Date</u>
PETMD UNIVERSITY	85768887	11/01/12
PETMD UNIVERSITY	85768852	11/01/12
PETMD U	85768814	11/01/12
PETMD UNIVERSITY	85768805	11/01/12
PETMD	4222503	10/09/12
PETMD	4113873	03/20/12
	3616013	05/05/09
MY DOG HAS MORE FRIENDS THAN YOU	3697864	10/20/09
BREEDOPEDIA	3635233	06/09/09
BECAUSE PETS CAN'T TALK	3557488	01/06/09
PETMD.COM	3925998	03/01/11
DOGGYSPACE	3585949	03/10/09
PETMD ESPAÑOL	4097472	07/09/08