

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331377

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pro Equine Group, Inc.		10/27/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	10 South Wacker Drive, 13th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	National Bank: UNITED STATES		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Registration Number:	4502690	AXIOM EQUINE SPORT BOOT	
Registration Number:	4280540	CACTUS CHAMPION	
Registration Number:	4317957	CACTUS GEAR	
Registration Number:	4181755	PRO EQUINE PRODUCTS	
Registration Number:	4181756	PRO EQUINE	
Registration Number:	3929974	XPLOSION	
Registration Number:	3929975	WEAPON	
Registration Number:	3939005	C4	
Registration Number:	3935436	BLUEKOOL	
Registration Number:	3878800	ULTRA SPORT	
Registration Number:	3892116	FAST BACK	
Registration Number:	3892118	PERFECT PRACTICE	
Registration Number:	3892119	PERFECT PRACTICE	
Registration Number:	3892121	BONES	
Registration Number:	3898707	CACTUS SADDLERY	
Registration Number:	3998912	CACTUS ROPES	
Registration Number:	3630205	FAST BACK	
Registration Number:	3020144	CACTUS SADDLERY	
Registration Number:	3356998	SUPERGOAT	

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Property Type	Number	Word Mark
Registration Number:	2479032	HEEL-O-MATIC
Registration Number:	2259342	CACTUS ROPES

CORRESPONDENCE DATA

Fax Number: 4142735198

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: 414-273-3500

Email: bgilpin@gklaw.com

Correspondent Name: Brian G. Gilpin; Godfrey & Kahn, S.C.

Address Line 1: 780 N. Water Street

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	008988-0251
NAME OF SUBMITTER:	Brian G. Gilpin
SIGNATURE:	/Brian G. Gilpin/
DATE SIGNED:	02/06/2015

Total Attachments: 3
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NOTICE OF TRADEMARK SECURITY AGREEMENT
(FOR RECORDATION PURPOSES)

This Notice of Trademark Security Agreement, dated as of February 4, 2015, is made with regard to PRO EQUINE GROUP, INC., a Delaware corporation, HEEL-O-MATIC, INC. a Delaware corporation, and CACTUS ROPES, INC., a Texas corporation (collectively, the "Debtors" and each a "Debtor"), each having an address for notice at 500 Lake Cook Road, Suite 200, Deerfield, Illinois 60015 and Wells Fargo Bank, National Association ("Lender"), having an address for notice at 10 South Wacker Drive, 13th Floor, Chicago, Illinois 60606.

R E C I T A L S:

The Debtors and the Lender have entered into a Credit and Security Agreement dated as of October 27, 2014 (as the same may hereafter be amended, supplemented or restated from time to time, the "Credit Agreement") setting forth the terms on which the Lender may now or hereafter make certain loans or other financial accommodations to or for the account of the Debtors.

As a further condition to making any loan or other financial accommodation under the Credit Agreement or otherwise, the Lender has required the execution and delivery of a Patent and Trademark Security Agreement (the "Trademark Security Agreement") by the Debtors.

ACCORDINGLY, in consideration of the mutual covenants contained in the Credit Agreement, the Trademark Security Agreement, and herein, the undersigned gives notice as follows:

Pursuant to the terms of the Trademark Security Agreement, each Debtor has granted a security interest in favor of the Lender in and with respect to the entire right, title, and interest of such Debtor in its trademarks identified in the attached schedule (collectively, the "Trademarks"), together with the goodwill of the business symbolized by said Trademarks.

IN WITNESS WHEREOF, the undersigned has executed this Notice of Trademark Security Agreement as of the date written above.

GODFREY & KAHN, S.C. (as Counsel on behalf
of WELLS FARGO BANK, NATIONAL
ASSOCIATION)

By: *Kristin A. Roesper*
Kristin A. Roesper, Attorney

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE)





The foregoing instrument was acknowledged before me this 4th day of February 2015, by Kristin A. Roesper, Attorney for Wells Fargo Bank, National Association, on behalf of the association.



Shirley J. Hunterman
Notary Public, State of Wisconsin
My commission expires 11-20-2016

SCHEDULE

UNITED STATES TRADEMARKS

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	RECORD OWNER
AXIOM EQUINE SPORT BOOT	4,502,690	03/25/2014	Registered	Pro Equine Group
CACTUS CHAMPION	4,280,540	01/22/2013	Registered	Pro Equine Group, Inc.
CACTUS GEAR	4,317,957	04/09/2013	Registered	Pro Equine Group, Inc.
	4,181,755	07/31/2012	Registered	Pro Equine Group, Inc.
PRO EQUINE	4,181,756	07/31/2012	Registered	Pro Equine Group, Inc.
XPLOSION	3,929,974	03/08/2011	Registered	Pro Equine Group, Inc.
WEAPON	3,929,975	03/08/2011	Registered	Pro Equine Group, Inc.
C4	3,939,005	03/29/2011	Registered	Pro Equine Group, Inc.
BLUEKOOL	3,935,436	03/22/2011	Registered	Pro Equine Group, Inc.
ULTRA SPORT	3,878,800	11/23/2010	Registered	Pro Equine Group, Inc.
	3,892,116	12/21/2010	Registered	Pro Equine Group, Inc.
PERFECT PRACTICE	3,892,118	12/21/2010	Registered	Pro Equine Group, Inc.
PERFECT PRACTICE	3,892,119	12/21/2010	Registered	Pro Equine Group, Inc.
BONES	3,892,121	12/21/2010	Registered	Pro Equine Group, Inc.
	3,898,707	01/04/2011	Registered	Pro Equine Group, Inc.
	3,998,912	07/19/2011	Registered	Pro Equine Group, Inc.

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MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	RECORD OWNER
FAST BACK	3,630,205	06/02/2009	Registered	Pro Equine Group, Inc.
CACTUS SADDLERY	3,020,144	11/29/2005	Registered	Pro Equine Group, Inc.
SUPER GOAT	3,356,998	12/18/2007	Registered	Pro Equine Group, Inc.
HEEL-O-MATIC	2,479,032	08/21/2001	Registered	Pro Equine Group, Inc.
CACTUS ROPES	2,259,342	07/06/1999	Registered	Pro Equine Group, Inc.