

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM355426

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CHEWY.COM, LLC		09/16/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Agent		
Street Address:	One Boston Place		
Internal Address:	19th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4085229	MR. CHEWY	
Registration Number:	4098771	DELIVERING PET HAPPINESS	
Registration Number:	4099126	DRIVEN BY PET HAPPINESS	
Registration Number:	4346308	CHEWY.COM	
Registration Number:	4446903	CHEWY.COM WHERE PET LOVERS SHOP	
Serial Number:	86576114	AMERICAN JOURNEY QUALITY PET GOODS MADE	
Serial Number:	86576100	FARM-TO-CART	
Serial Number:	86593648	FRISCO.	
Serial Number:	86598246	CHEWY	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<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:	2023704750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Darlena Bari Stark		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		

OP \$240.00 4085229

Address Line 4:	Washington, D.C. 20005
ATTORNEY DOCKET NUMBER:	F158306
NAME OF SUBMITTER:	ANDREW NASH
SIGNATURE:	/ANDREW NASH/
DATE SIGNED:	09/17/2015
Total Attachments: 4 source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Chewy#page1.tif source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Chewy#page2.tif source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Chewy#page3.tif source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Chewy#page4.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

September 16, 2015


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **CHEWY.COM, LLC**, a Delaware limited liability company (the "Grantor"), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as administrative agent and collateral agent for itself and certain other credit parties (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States service marks, trademarks, trademark and service mark registrations and trademark and service mark applications (except for "intent to use" applications to register trademarks or service marks filed pursuant to Section 1(b) of the Lanham Act, unless and until an Amendment to Allege Use or Statement of Use under Section 1(c) and 1(d) of said Act has been filed) (the "Marks") set forth on Schedule 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 (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 September 16, 2015 (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, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

CHEWY.COM, LLC, as a Grantor

By: 
Name: Jim Grube
Title: CFO

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 

Name: Cory Loftus

Title: Director

SCHEDULE A

<u>GRANTOR</u>	<u>MARK</u>	<u>APPLICATION/ REGISTRATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Chewy.com, LLC	"Mr. Chewy"	4,085,229	January 10, 2012
Chewy.com, LLC	"Delivering Pet Happiness"	4,098,771	February 14, 2012
Chewy.com, LLC	"Driven By Pet Happiness"	4,099,126	February 14, 2012
Chewy.com, LLC	"Chewy.com"	4,346,308	June 4, 2013
Chewy.com, LLC	"Chewy.com where pet lovers shop" 	4,446,903	December 10, 2013
Chewy.com, LLC	"American Journey" 	85/576114	March 25, 2015
Chewy.com, LLC	"Farm to Cart" FARM-TO-CART	86/576,100	March 25, 2015
Chewy.com, LLC	"Frisco." frisco.	86/593,648	April 10, 2015
Chewy.com, LLC	Chewy	86/598,246	April 15, 2015