

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM390559

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vicar Operating, Inc.		06/29/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	900 West Trade Street		
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: 31			
Property Type	Number	Word Mark	
Registration Number:	4972547	WOOF UNIVERSITY	
Registration Number:	4923133	WOOF U	
Registration Number:	4892412	POSITIVE CATTITUDE	
Registration Number:	4871100	WOOF UNIVERSITY	
Registration Number:	4806964	MYPET@HOME	
Registration Number:	4627575	VETHICAL	
Registration Number:	4622610	VCA CARECLUB	
Registration Number:	4432829	VETHICAL	
Registration Number:	4355507	PARADYNE	
Registration Number:	4355418	ROVERA	
Registration Number:	4269034	QUADRIGUARD	
Registration Number:	4258478	COMBOGUARD	
Registration Number:	4192685	ACUGUARD	
Registration Number:	4168604	SKINGUARD	
Registration Number:	4158133	VETHICAL	
Registration Number:	4140414	VETHICAL	
Registration Number:	4100032	VCA ADVANCED VETERINARY CARE CENTER	
Registration Number:	3959936	SIMPLEGUARD	

OP \$790.00 4972547

Property Type	Number	Word Mark
Registration Number:	3830865	VIA
Registration Number:	3708233	VCA
Registration Number:	3708232	NEVER FORGET
Registration Number:	3466673	VCA
Registration Number:	3461790	VCA
Registration Number:	3377291	VIA
Registration Number:	3363608	FIRE HOUSE
Registration Number:	3316327	VCA SPECIALTY
Registration Number:	3270004	FIREHOUSE ANIMAL HEALTH CENTER
Registration Number:	2907304	EXPERT CARE. WITH A PASSION.
Registration Number:	2847530	VCA
Serial Number:	86207251	WOOFWARE
Serial Number:	85868555	

CORRESPONDENCE DATA

Fax Number: 9192868199

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: 919 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-5000
NAME OF SUBMITTER:	John E. Slaughter
SIGNATURE:	/John E. Slaughter/
DATE SIGNED:	07/06/2016

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 June 29, 2016 (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>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

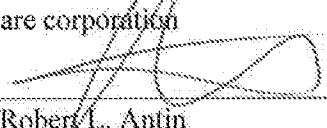
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

[signature page follows]

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,

VICAR OPERATING INC.,
a Delaware corporation

By: 
Name: Robert L. Antin
Title: Chief Executive Officer

TRADEMARK NOTICE

TRADEMARK
REEL: 005830 FRAME: 0616

Acknowledged and Accepted:

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

By: 

Name: Yinghua Zhang

Title: Director

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005830 FRAME: 0617

Schedule 1

Vicar Operating, Inc.
(Delaware Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
WOOF UNIVERSITY and Design	4972547	06/07/16
WOOF U	4923133	03/22/16
POSITIVE CATTITUDE	4892412	01/26/16
WOOF UNIVERSITY	4871100	12/15/15
MYPET@HOME	4806964	09/08/15
VETHICAL	4627575	10/28/14
VCA CARECLUB	4622610	10/14/14
VETHICAL and Design	4432829	11/12/13
PARADYNE	4355507	06/18/13
ROVERA	4355418	06/18/13
QUADRIGUARD	4269034	01/01/13
COMBOGUARD	4258478	12/11/12
ACUGUARD	4192685	08/21/12
SKINGUARD	4168604	07/03/12
VETHICAL	4158133	06/12/12
VETHICAL	4140414	05/08/12
VCA ADVANCED VETERINARY CARE CENTER	4100032	02/14/12
SIMPLEGUARD	3959936	05/10/11
VIA	3830865	08/10/10
VCA	3708233	11/10/09
NEVER FORGET	3708232	11/10/09
VCA and Design	3466673	07/15/08
VCA and Design	3461790	07/08/08
VIA	3377291	02/05/08
FIRE HOUSE and Design	3363608	01/01/08
VCA SPECIALTY and Design	3316327	10/23/07
FIREHOUSE ANIMAL HEALTH CENTER	3270004	07/24/07
EXPERT CARE. WITH A PASSION.	2907304	11/30/04
VCA	2847530	06/01/04

Trademark Applications

Mark	Appl. No.	Filing Date
WOOFWARE	86207251	02/28/14
Design Only	85868555	03/06/13