

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM409289

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT FOR SECURITY - - TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Animal Supply Company LLC		12/15/2016	Limited Liability Company: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TCW Asset Management Company LLC		
<b>Street Address:</b>	865 South Figueroa Street, Suite 1800		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90017		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 36</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4870471	DELIVERING SUCCESS	
<b>Registration Number:</b>	4803272	ANIMAL SUPPLY CO. DELIVERING SUCCESS	
<b>Registration Number:</b>	4794910	INTEGRITY	
<b>Registration Number:</b>	4872010	LOCAL EVERYWHERE	
<b>Registration Number:</b>	3774094	ANIMAL FOOD WAREHOUSE	
<b>Registration Number:</b>	3915390	INTEGRITY	
<b>Registration Number:</b>	3915391	INTEGRITY PET PRODUCTS	
<b>Registration Number:</b>	4987393	INTEGRITY NATURAL CAT LITTER	
<b>Registration Number:</b>	3273808	NATURE'S CAFE	
<b>Registration Number:</b>	4988054	NATURE'S CAFÉ CHICKEN ESSENTIALS	
<b>Registration Number:</b>	4988055	NATURE'S CAFÉ WILD BIRD ESSENTIALS	
<b>Registration Number:</b>	4988053	NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMA	
<b>Registration Number:</b>	3710719	PET SUPPLY LINK	
<b>Registration Number:</b>	4987395	EST. 1987 PETZOO ALASKA	
<b>Registration Number:</b>	3691319	ANIMAL SUPPLY CO. EST. 1987	
<b>Registration Number:</b>	3912477	WHEAT SAND	
<b>Registration Number:</b>	4351623	SUPPORTING NEIGHBORHOOD PET RETAILERS	
<b>Registration Number:</b>	4455959	INTEGRITY NATURAL CAT LITTER	
<b>Registration Number:</b>	3992944	PETZOO EXCLUSIVELY ALASKAN	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Registration Number:	4455958	INTEGRITY NATURAL CAT LITTER
Registration Number:	4000408	INTEGRITY
Registration Number:	4000407	INTEGRITY PET PRODUCTS
Registration Number:	4694183	ROGUE RIVER NATURALS
Registration Number:	4987391	ROGUE RIVER NATURALS
Serial Number:	85874500	NEIGHBORHOOD PET PRODUCTS
Registration Number:	4766783	NEIGHBORHOOD PET PRODUCTS
Serial Number:	86622749	NEIGHBORHOOD PET PRODUCTS
Registration Number:	4618107	BASIL & BAXTER'S BAKERY
Registration Number:	4618108	BASIL & BAXTER'S BAKERY B & B
Registration Number:	4614615	IT HAPPENS
Serial Number:	85874878	SUPPORTING NEIGHBORHOOD PET RETAILERS
Registration Number:	4430004	ESSENTIAL DELIGHTS
Registration Number:	3947573	RFG DISTRIBUTING INC.
Registration Number:	3947557	RFG DISTRIBUTING INC.
Serial Number:	86784034	NEIGHBORHOOD PET
Serial Number:	86784035	NEIGHBORHOOD PET

**CORRESPONDENCE DATA**

Fax Number: 2125935955

*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: (212) 756-2132

Email: scott.kareff@srz.com

Correspondent Name: Scott Kareff

Address Line 1: Schulte Roth & Zabel, 919 Third Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	059182.0057
NAME OF SUBMITTER:	Scott Kareff
SIGNATURE:	/RS for SK/
DATE SIGNED:	12/16/2016

**Total Attachments: 8**

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## ASSIGNMENT FOR SECURITY - - TRADEMARKS

WHEREAS, Animal Supply Company LLC (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated as of December 15, 2016 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TCW Asset Management Company LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

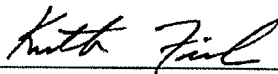
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 15, 2016.



ANIMAL SUPPLY COMPANY LLC





By:   
Name: Kenneth Fish  
Title: Executive Vice President, Chief  
Financial Officer and Secretary

SCHEDULE A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications  
Owned by Animal Supply Company LLC

Mark	Serial No./ Registration No.	Filing Date/ Registration Date	Cutout Status	Next Action Date
DELIVERING SUCCESS United States	Serial No.: 86/622,824 <b>Reg. No.:</b> <b>4870471</b>	Filing Date: 05/07/2015 <b>Reg. Date:</b> <b>12/15/2015</b>	Registered	§§ 8 & 15: 12/15/2021 Renewal: 12/15/2025
DELIVERING SUCCESS Canada	App. No.: 1,740,308	Filing Date: 08/04/2015	Allowed	Declaration of Use: 08/04/2018
DELIVERING SUCCESS Mexico	App. No.: 1642748	Filing Date: 08/07/2015	Pending (Awaiting examination)	N/A
 United States	Serial No.: 86/503,695 <b>Reg. No.:</b> <b>4,803,272</b>	Filing Date: 01/14/2015 <b>Reg. Date:</b> <b>09/01/2015</b>	Registered (Principal Register)	§§ 8 & 15: 09/01/2021 Renewal: 09/01/2025
 Mexico	App. No.: 1591319 <b>Reg. No.:</b> <b>1576992</b>	Filing Date: 03/23/2015 <b>Reg. Date:</b> <b>10/02/2015</b>	Registered	Renewal: 03/23/2025
 Canada	App. No.: 1,720,277	Filing Date: 03/20/2015	Allowed	Declaration of Use: 03/20/2018
INTEGRITY United States	Serial No.: 86/503,682 <b>Reg. No.:</b> <b>4,794,910</b>	Filing Date: 01/14/2015 <b>Reg. Date:</b> <b>08/18/2015</b>	Registered	§§ 8 & 15: 08/18/2021 Renewal: 08/18/2025
INTEGRITY Canada	App. No.: 1,720,276	Filing Date: 03/20/2015	Published	N/A
INTEGRITY Mexico	App. No.: 1591321 Reg. No.: 1550470	Filing Date: 03/23/2015 Reg. Date: 06/25/2015	Registered	Renewal: 03/23/2025
INTEGRITY Mexico	App. No.: 1591320	Filing Date: 03/23/2015	Registered	Renewal: 03/23/2025

	Reg. No.: 1550469	Reg. Date: 06/25/2015		
LOCAL EVERYWHERE United States	Serial No.: 86/557,616 <b>Reg. No.:</b> <b>4872010</b>	Filing Date: 03/09/2015 <b>Reg. Date:</b> <b>12/15/2015</b>	Registered	§§ 8 & 15: 12/15/2021 Renewal: 12/15/2025
LOCAL EVERYWHERE Canada	App. No.: 1,744,918	Filing Date: 09/08/2015	Pending (Office Action Response Filed)	N/A
LOCAL EVERYWHERE Mexico	App. No.: 1654722 <b>Reg. No.:</b> <b>1592442</b>	Filing Date: 09/08/2015 <b>Reg. Date:</b> <b>11/24/2015</b>	Registered	Renewal: 09/08/2025
 United States	Serial No.: 77/670,617 <b>Reg. No.:</b> <b>3,774,094</b>	Filing Date: 02/13/2009 <b>Reg. Date:</b> <b>04/13/2010</b>	Registered (Principal Register)	§§ 8 & 15: 04/13/2016 Renewal: 04/13/2020
INTEGRITY United States	Serial No.: 77/021,220 <b>Reg. No.:</b> <b>3,915,390</b>	Filing Date: 10/13/2006 <b>Reg. Date:</b> <b>02/08/2011</b>	Registered (Principal Register)	§§ 8 & 15: 02/08/2017 Renewal: 02/08/2021
INTEGRITY PET PRODUCTS United States	Serial No.: 77/021,233 <b>Reg. No.:</b> <b>3,915,391</b>	Filing Date: 10/13/2006 <b>Reg. Date:</b> <b>02/08/2011</b>	Registered (Principal Register)	§§ 8 & 15: 02/08/2017 Renewal: 02/08/2021
INTEGRITY NATURAL CAT LITTER United States	Serial No.: 86/784,030 <b>Reg. No.:</b> <b>4897393</b>	Filing Date: 10/09/2015 Reg. Date: 06/28/2016	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026
NATURE'S CAFE United States	Serial No.: 77/021,225 <b>Reg. No.:</b> <b>3,273,808</b>	Filing Date: 10/13/2006 <b>Reg. Date:</b> <b>08/07/2007</b>	Registered (Principal Register)	Renewal: 08/07/2017
 United States	Serial No.: 86/795,288 <b>Reg. No.:</b> <b>4988054</b>	Filing Date: 10/21/2015 Reg. Date: 06/28/2016	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026

 United States	Serial No.: 86/795,289 <b>Reg. No:</b> <b>4988055</b>	Filing Date: 10/21/2015 <b>Reg. Date:</b> <b>06/28/2016</b>	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026
 United States	Serial No.: 86/795,282 <b>Reg. No.:</b> <b>4988053</b>	Filing Date: 10/21/2015 <b>Reg. Date:</b> <b>06/28/2016</b>	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026
PET SUPPLY LINK United States	Serial No.: 77/706,276 <b>Reg. No.:</b> <b>3,710,719</b>	Filing Date: 04/03/2009 <b>Reg. Date:</b> <b>11/10/2009</b>	Registered (Supplemental Register)	Renewal: 11/10/2019
 United States	Serial No.: 86/784,040 <b>Reg. No.:</b> 4987395	Filing Date: 10/09/2015 <b>Reg. Date:</b> 06/28/2016	Pending (Awaiting examination)  Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026
Animal Supply Co. est 1987 & Design United States 	Serial No.: 77/553,542 <b>Reg. No.:</b> <b>3,691,319</b>	Filing Date: 08/22/2008 <b>Reg. Date:</b> <b>10/6/2009</b>	Registered (Principal Register)	Renewal: 10/05/2019
ANIMAL SUPPLY CO. Washington State Registration	53327	05/11/2009	Registered (Renewed 4/4/2014)	Renewal: 05/11/2019
WHEAT SAND United States	Serial No.: 77/767,773 <b>Reg. No.:</b> <b>3,912,477</b>	Filing Date: 06/25/2009 <b>Reg. Date:</b> <b>01/25/2011</b>	Registered (Supplemental Register)	§§ 8 & 15: 01/25/2017 Renewal: 01/25/2021

<p>SUPPORTING NEIGHBORHOOD PET RETAILERS United States</p> 	<p>Serial No.: 85/696,148 <b>Reg. No.:</b> <b>4,351,623</b></p>	<p>Filing Date: 08/08/2012 <b>Reg. Date:</b> <b>06/11/2013</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 06/11/2019 Renewal: 06/11/2023</p>
<p>INTEGRITY NATURAL CAT LITTER United States</p> 	<p>Serial No.: 85/671,601 <b>Reg. No.:</b> <b>4,455,959</b></p>	<p>Filing Date: 07/09/2012 <b>Reg. Date:</b> <b>12/24/2013</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 12/24/2019 Renewal: 12/24/2023</p>
<p>PET ZOO EXCLUSIVELY ALASKAN United States</p> 	<p>Serial No.: 85/174,335 <b>Reg. No.:</b> <b>3,992,944</b></p>	<p>Filing Date: 11/11/2010 <b>Reg. Date:</b> <b>07/12/2011</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 07/12/2017 Renewal: 07/12/2021</p>
<p>INTEGRITY NATURAL CAT LITTER United States</p>	<p>Serial No.: 85/671,594 <b>Reg. No.:</b> <b>4,455,958</b></p>	<p>Filing Date: 07/09/2012 <b>Reg. Date:</b> <b>12/24/2013</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 12/24/2019 Renewal: 12/24/2023</p>
<p>INTEGRITY United States</p>	<p>Serial No.: 77/980,289 <b>Reg. No.:</b> <b>4,000,408</b></p>	<p>Filing Date: 10/13/2006 <b>Reg. Date:</b> <b>07/26/2011</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 07/26/2017 Renewal: 07/26/2021</p>
<p>INTEGRITY PET PRODUCTS United States</p>	<p>Serial No.: 77/980,288 <b>Reg. No.:</b> <b>4,000,407</b></p>	<p>Filing Date: 10/13/2006 <b>Reg. Date:</b> <b>07/26/2011</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 07/26/2017 Renewal: 07/26/2021</p>



<p>ROGUE RIVER NATURALS United States</p> 	<p>Serial No.: 86/073,449 <b>Reg. No.:</b> <b>4,694,183</b></p>	<p>Filing Date: 09/24/2013 <b>Reg. Date:</b> <b>03/03/2015</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 03/03/2021 Renewal: 03/03/2025</p>
<p>ROGUE RIVER NATURALS United States</p>	<p>Serial No.: 86/784,026 <b>Reg. No.:</b> <b>4987391</b></p>	<p>Filing Date: 10/09/2015 <b>Reg. Date:</b> <b>06/28/2016</b></p>	<p>Registered</p>	<p>§§ 8 &amp; 15: 06/28/2022 Renewal: 06/28/2026</p>
<p>NEIGHBORHOOD PET PRODUCTS United States</p>	<p>Serial No.: 85/874,500</p>	<p>Filing Date: 03/13/2013</p>	<p>Allowed</p>	<p>Statement of Use: 02/18/2017</p>
<p>NEIGHBORHOOD PET PRODUCTS United States</p>	<p>Serial No.: 85/983,381 <b>Reg. No.:</b> <b>4,766,783</b></p>	<p>Filing Date: 03/13/2013 <b>Reg. Date:</b> <b>07/07/2015</b></p>	<p>Registered</p>	<p>§§ 8 &amp; 15: 07/07/2021 Renewal: 07/07/2025</p>
<p>NEIGHBORHOOD PET PRODUCTS United States</p>	<p>Serial No.: 86/622,749</p>	<p>Filing Date: 05/07/2015</p>	<p>Allowed</p>	<p>Statement of Use: 06/14/2017</p>
<p>BASIL &amp; BAXTER'S BAKERY United States</p>	<p>Serial No.: 85/810,216 <b>Reg. No.:</b> <b>4,618,107</b></p>	<p>Filing Date: 12/25/2012 <b>Reg. Date:</b> <b>10/07/2014</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 10/07/2020 Renewal: 10/07/2024</p>
<p>BASIL &amp; BAXTER'S BAKERY B &amp; B United States</p> 	<p>Serial No.: 85/810,218 <b>Reg. No.:</b> <b>4,618,108</b></p>	<p>Filing Date: 12/25/2012 <b>Reg. Date:</b> <b>10/07/2014</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 10/07/2020 Renewal: 10/07/2024</p>
<p>IT HAPPENS United States</p>	<p>Serial No.: 85/923,791 <b>Reg. No.:</b> <b>4,614,615</b></p>	<p>Filing Date: 05/06/2013 <b>Reg. Date:</b> <b>09/30/2014</b></p>	<p>Registered (Principal Register)</p>	<p>§§ 8 &amp; 15: 09/30/2020 Renewal: 09/30/2024</p>

SUPPORTING NEIGHBORHOOD PET RETAILERS United States  	Serial No.: 85/874,878	Filing Date: 03/13/2013	Allowed	Statement of Use: 02/18/2017
ESSENTIAL DELIGHTS United States	Serial No.: 85/815,524 <b>Reg. No.:</b> <b>4,430,004</b>	Filing Date: 05/21/2013 <b>Reg. Date:</b> <b>11/5/2013</b>	Registered (Principal Register)	§§ 8 & 15: 11/05/2019 Renewal: 11/05/2023
  United States	Serial No.: 85/109,795 <b>Registration</b> <b>No.:</b> <b>3,947,573</b>	Filing Date: 08/17/2010 <b>Registration</b> <b>Date:</b> <b>04/19/2011</b>	Registered	§§ 8 & 15: 04/19/2017 Renewal: 04/19/2021
RFG DISTRIBUTING, INC.  United States	Serial No.: 85/109,626 <b>Registration</b> <b>No.:</b> <b>3,947,557</b>	Filing Date: 08/17/2010 <b>Registration</b> <b>Date:</b> <b>04/19/2011</b>	Registered	§§ 8 & 15: 04/19/2017 Renewal: 04/19/2021
NEIGHBORHOOD PET  United States	Serial No.: 86/784,034	Filing Date: 10/09/2015	Allowed	Statement of Use: 02/28/2017
NEIGHBORHOOD PET  United States	Serial No.: 86/784,035	Filing Date: 10/09/2015	Allowed	Statement of Use: 02/28/2017
NEIGHBORHOOD PET PRODUCTS  Canada	App. No.: 1,740,309	Filing Date: 08/04/2015	Pending (Office Action Response Filed)	N/A