

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM409382

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Animal Supply Company LLC		12/15/2016	Limited Liability Company: WASHINGTON
RECEIVING PARTY DATA			
Name:	Goldman Sachs BDC, Inc., as Collateral Agent		
Street Address:	200 West Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10282		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	4870471	DELIVERING SUCCESS	
Registration Number:	4803272	ANIMAL SUPPLY CO. DELIVERING SUCCESS	
Registration Number:	4794910	INTEGRITY	
Registration Number:	4872010	LOCAL EVERYWHERE	
Registration Number:	3774094	ANIMAL FOOD WAREHOUSE	
Registration Number:	3915390	INTEGRITY	
Serial Number:	86784030	INTEGRITY NATURAL CAT LITTER	
Registration Number:	3273808	NATURE'S CAFE	
Registration Number:	4988054	NATURE'S CAFÉ CHICKEN ESSENTIALS	
Registration Number:	4988053	NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMA	
Registration Number:	3710719	PET SUPPLY LINK	
Registration Number:	4987395	EST. 1987 PETZOO ALASKA	
Registration Number:	3691319	ANIMAL SUPPLY CO. EST. 1987	
Registration Number:	3912477	WHEAT SAND	
Registration Number:	4351623	SUPPORTING NEIGHBORHOOD PET RETAILERS	
Registration Number:	4455959	INTEGRITY NATURAL CAT LITTER	
Registration Number:	3992944	PETZOO EXCLUSIVELY ALASKAN	
Registration Number:	4455958	INTEGRITY NATURAL CAT LITTER	
Registration Number:	4000408	INTEGRITY	
TRADEMARK			

CH \$865.00 4870471

Property Type	Number	Word Mark
Registration Number:	4000407	INTEGRITY PET PRODUCTS
Registration Number:	4694183	ROGUE RIVER NATURALS
Registration Number:	4987391	ROGUE RIVER NATURALS
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:	3947557	RFG DISTRIBUTING INC.
Serial Number:	86784034	NEIGHBORHOOD PET
Serial Number:	86784035	NEIGHBORHOOD PET
Registration Number:	3915391	INTEGRITY PET PRODUCTS
Registration Number:	4988055	NATURE'S CAFÉ WILD BIRD ESSENTIALS

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	32868 / 047
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	12/19/2016

Total Attachments: 14

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ASSIGNMENT FOR SECURITY - - TRADEMARKS

December 15, 2016

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, amended and restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Goldman Sachs BDC, Inc., 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 the date first set forth above.

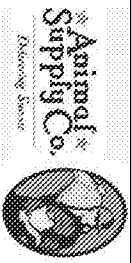
ANIMAL SUPPLY COMPANY LLC


By: 
Name: Kenneth Fish
Title: Chief Financial Officer and Secretary


SCHEDULE A TO ASSIGNMENT FOR SECURITY

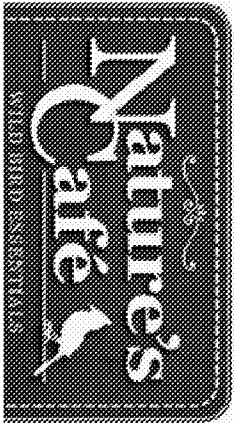
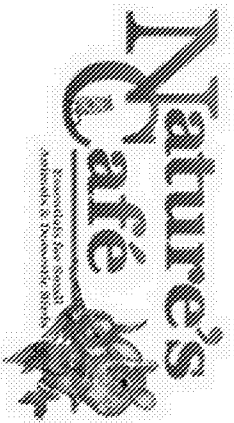
Trademarks and Trademark Applications

Owned by Animal Supply Company LLC

Mark	Serial No./ Registration No.	Filing Date/ Registration Date	Owner	Cutoff Status	Next Action Date
DELIVERING SUCCESS United States	Serial No.: 86/622,824 Reg. No.: 4870471	Filing Date: 05/07/2015 Reg. Date: 12/15/2015	Animal Supply Company LLC	Registered	§§ 8 & 15: 12/15/2021 Renewal: 12/15/2025
 United States	Serial No.: 86/503,695 Reg. No.: 4,803,272	Filing Date: 01/14/2015 Reg. Date: 09/01/2015	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 09/01/2021 Renewal: 09/01/2025
INTEGRITY United States	Serial No.: 86/503,682	Filing Date: 01/14/2015	Animal Supply Company LLC	Registered	§§ 8 & 15: 08/18/2021 Renewal:

	Reg. No.: 4,794,910	Reg. Date: 08/18/2015			Reg. Date: 08/18/2025
LOCAL EVERYWHERE	Serial No.: 86/557,616	Filing Date: 03/09/2015	Animal Supply Company LLC	Registered	§§ 8 & 15: 12/15/2021 Renewal: 12/15/2025
United States	Reg. No.: 4872010	Reg. Date: 12/15/2015			
 Animal Food ANIMAL FOODS, INC. USA	Serial No.: 77/670,617	Filing Date: 02/13/2009	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 04/13/2016 Renewal: 04/13/2020
United States	Reg. No.: 3,774,094	Reg. Date: 04/13/2010			
INTEGRITY	Serial No.: 77/021,220	Filing Date: 10/13/2006	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 02/08/2017 Renewal: 02/08/2021
United States	Reg. No.: 3,915,390	Reg. Date: 02/08/2011			
INTEGRITY PET PRODUCTS	Serial No.: 77/021,233	Filing Date: 10/13/2006	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 02/08/2017 Renewal: 02/08/2021
United States	Reg. No.:	Reg. Date:			

	3,915,391	02/08/2011			
INTEGRITY NATURAL CAT LITTER United States	Serial No.: 86/784,030 Reg. No.: 4897393	Filing Date: 10/09/2015 Reg. Date: 06/28/2016	Animal Supply Company LLC	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026
NATURE'S CAFE United States	Serial No.: 77/021,225 Reg. No.: 3,273,808	Filing Date: 10/13/2006 Reg. Date: 08/07/2007	Animal Supply Company LLC	Registered (Principal Register)	Renewal: 08/07/2017
 United States	Serial No.: 86/795,288 Reg. No.: 4988054	Filing Date: 10/21/2015 Reg. Date: 06/28/2016	Animal Supply Company LLC	Registered	§§ 8 & 15: 06/28/2022 Renewal: 06/28/2026

 <p>United States</p>	<p>Serial No.: 86/795,289</p> <p>Reg. No.: 4988055</p>	<p>Filing Date: 10/21/2015</p> <p>Reg. Date: 06/28/2016</p>	<p>Animal Supply Company LLC</p>	<p>Registered</p>	<p> §§ 8 & 15: 06/28/2022 Renewal: 06/28/2026</p>
 <p>United States</p>	<p>Serial No.: 86/795,282</p> <p>Reg. No.: 4988053</p>	<p>Filing Date: 10/21/2015</p> <p>Reg. Date: 06/28/2016</p>	<p>Animal Supply Company LLC</p>	<p>Registered</p>	<p> §§ 8 & 15: 06/28/2022 Renewal: 06/28/2026</p>
<p>PET SUPPLY LINK United States</p>	<p>Serial No.: 77/706,276</p> <p>Reg. No.: 3,710,719</p>	<p>Filing Date: 04/03/2009</p> <p>Reg. Date: 11/10/2009</p>	<p>Animal Supply Company LLC</p>	<p>Registered (Supplemental Register)</p>	<p>Renewal: 11/10/2019</p>



United States

Serial No.:
86/784,040
Reg. No.:
4987395

Filing Date:
10/09/2015
Reg. Date:
06/28/2016

Animal
Supply
Company
LLC

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
Reg. No.:
3,691,319

Filing Date:
08/22/2008
Reg. Date:
10/6/2009

Animal
Supply
Company
LLC

Registered
(Principal Register)

Renewal:
10/05/2019



ANIMAL SUPPLY CO.
Washington State Registration

53327

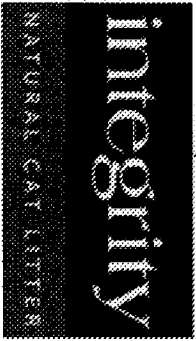
05/11/2009

Animal
Supply
Company
LLC

Registered
(Renewed
4/4/2014)

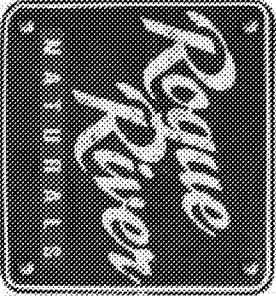
Renewal:
05/11/2019

WHEAT SAND United States	Serial No.: 77/767,773 Reg. No.: 3,912,477	Filing Date: 06/25/2009 Reg. Date: 01/25/2011	Animal Supply Company LLC	Registered (Supplemental Register)	§§ 8 & 15: 01/25/2017 Renewal: 01/25/2021
SUPPORTING NEIGHBORHOOD PET RETAILERS United States	Serial No.: 85/696,148 Reg. No.: 4,351,623	Filing Date: 08/08/2012 Reg. Date: 06/11/2013	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 06/11/2019 Renewal: 06/11/2023
INTEGRITY NATURAL CAT LITTER United States	Serial No.: 85/671,601 Reg. No.: 4,455,959	Filing Date: 07/09/2012 Reg. Date: 12/24/2013	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 12/24/2019 Renewal: 12/24/2023






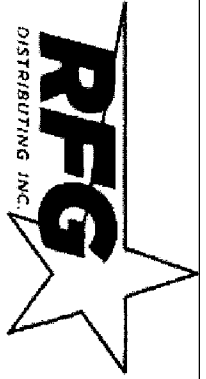
PET ZOO EXCLUSIVELY ALASKAN United States	Serial No.: 85/174,335 Reg. No.: 3,992,944	Filing Date: 11/11/2010 Reg. Date: 07/12/2011	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 07/12/2017 Renewal: 07/12/2021
INTEGRITY NATURAL CAT LITTER United States	Serial No.: 85/671,594 Reg. No.: 4,455,958	Filing Date: 07/09/2012 Reg. Date: 12/24/2013	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 12/24/2019 Renewal: 12/24/2023
INTEGRITY United States	Serial No.: 77/980,289 Reg. No.: 4,000,408	Filing Date: 10/13/2006 Reg. Date: 07/26/2011	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 07/26/2017 Renewal: 07/26/2021
INTEGRITY PET PRODUCTS United States	Serial No.: 77/980,288 Reg. No.: 4,000,407	Filing Date: 10/13/2006 Reg. Date: 07/26/2011	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 07/26/2017 Renewal: 07/26/2021

<p>ROGUE RIVER NATURALS United States</p> 	<p>Serial No.: 86/073,449 Reg. No.: 4,694,183</p>	<p>Filing Date: 09/24/2013 Reg. Date: 03/03/2015</p>	<p>Animal Supply Company LLC</p>	<p>Registered (Principal Register)</p>	<p>§§ 8 & 15: 03/03/2021 Renewal: 03/03/2025</p>
<p>ROGUE RIVER NATURALS United States</p>	<p>Serial No.: 86/784,026 Reg. No.: 4987391</p>	<p>Filing Date: 10/09/2015 Reg. Date: 06/28/2016</p>	<p>Animal Supply Company LLC</p>	<p>Registered</p>	<p>§§ 8 & 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>Animal Supply Company LLC</p>	<p>Allowed</p>	<p>Statement of Use: 02/18/2017</p>

NEIGHBORHOOD PET PRODUCTS United States	Serial No.: 85/983,381 Reg. No.: 4,766,783	Filing Date: 03/13/2013 Reg. Date: 07/07/2015	Animal Supply Company LLC	Registered	§§ 8 & 15: 07/07/2021 Renewal: 07/07/2025
NEIGHBORHOOD PET PRODUCTS United States	Serial No.: 86/622,749	Filing Date: 05/07/2015	Animal Supply Company LLC	Allowed	Statement of Use: 06/14/2017
BASIL & BAXTER'S BAKERY United States	Serial No.: 85/810,216 Reg. No.: 4,618,107	Filing Date: 12/25/2012 Reg. Date: 10/07/2014	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 10/07/2020 Renewal: 10/07/2024
BASIL & BAXTER'S BAKERY B & B United States	Serial No.: 85/810,218 Reg. No.: 4,618,108	Filing Date: 12/25/2012 Reg. Date: 10/07/2014	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 10/07/2020 Renewal: 10/07/2024



IT HAPPENS United States	Serial No.: 85/923,791 Reg. No.: 4,614,615	Filing Date: 05/06/2013 Reg. Date: 09/30/2014	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 09/30/2020 Renewal: 09/30/2024
SUPPORTING NEIGHBORHOOD PET RETAILERS United States	Serial No.: 85/874,878	Filing Date: 03/13/2013	Animal Supply Company LLC	Allowed	Statement of Use: 02/18/2017
					
ESSENTIAL DELIGHTS United States	Serial No.: 85/815,524 Reg. No.: 4,430,004	Filing Date: 05/21/2013 Reg. Date: 11/5/2013	Animal Supply Company LLC	Registered (Principal Register)	§§ 8 & 15: 11/05/2019 Renewal: 11/05/2023



United States	Serial No.: 85/109,795 Registration No.: 3,947,573	Filing Date: 08/17/2010 Registration Date: 04/19/2011	Animal Supply Company LLC	Registered	§§ 8 & 15: 04/19/2017 Renewal: 04/19/2021
RFG DISTRIBUTING, INC.	Serial No.: 85/109,626 Registration No.: 3,947,557	Filing Date: 08/17/2010 Registration Date: 04/19/2011	Animal Supply Company LLC	Registered	§§ 8 & 15: 04/19/2017 Renewal: 04/19/2021
NEIGHBORHOOD PET United States	Serial No.: 86/784,034	Filing Date: 10/09/2015	Animal Supply Company LLC	Allowed	Statement of Use: 02/28/2017

NEIGHBORHOOD PET United States	Serial No.: 86/784,035	Filing Date: 10/09/2015	Animal Supply Company LLC	Allowed	Statement of Use: 02/28/2017
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TRADEMARK

REEL: 005939 FRAME: 0433

RECORDED: 12/19/2016