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

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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

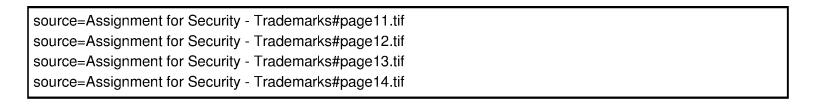
Correspondent Name: Christine Slattery
Address Line 1: Proskauer Rose LLP
Address Line 2: One International Place

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.

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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	Cutout Status	Next Action Date
DELIVERING SUCCESS	Serial No.:	Filing Date:	Animal	Registered	\$\$ 8 & 15: 12/15/2021
United States	86/622,824	05/07/2015	Company		Renewal.
	Reg. No.:	Reg. Date:	FLC		12/15/2025
	4870471	12/15/2015			
«Animal»	Serial No.:	Filing Date:	Animal	Registered (Principal Perister)	§§ 8 & 15:
Supply Co.	86/503,695	01/14/2015	Company	(1 merbar register)	02/01/2021
Inited States	Reg. No.:	Reg. Date:	TTC		Reliewal:
	4,803,272	09/01/2015			07/01/2023
INTEGRITY	Serial No.:	Filing Date:	Animal	Registered	§§ 8 & 15:
United States	86/503,682	01/14/2015	Company LLC		Renewal:

4,794,910 08/18/2015 Animal Supply 86/557.616 03/09/2015 Company Reg. No.: Reg. Date: 4872010 12/15/2015 Company LLC Reg. Date: 4872010 12/15/2015 Animal Supply Serial No.: Filing Date: 02/13/2009 LLC Reg. No.: 3,774,094 04/13/2010 Animal Serial No.: Filing Date: 10/13/2006 LLC Reg. No.: 3,915,390 02/08/2011 Animal Serial No.: Filing Date: 10/13/2006 LLC Reg. No.: 3,915,390 02/08/2011 Animal Supply Serial No.: Filing Date: 10/13/2006 LLC Reg. Serial No.: 10/13/2006 LLC Reg. Serial No.: 10/13/2006 Reg. Date: 10/13/2006 LLC Reg. Serial No.: 10/13/2006 Reg. Date: 10/	02/08/2021			Reg. Date:	Reg. No.:	
### 4,794,910 ### A,794,910 ### Serial No.: Filing Date: Supply 86/557,616 ### Reg. No.: Reg. Date: LLC ### Reg. No.: Reg. Date: Animal Supply Serial No.: 77/670,617 ### Serial No.: Reg. Date: 3,774,094 ### Reg. No.: Reg. Date: 3,774,094 ### Reg. No.: Reg. Date: 3,774,094 ### Reg. No.: Reg. Date: Company LLC ### Reg. No.: Reg. Date: Supply Company LLC ### Registered Supply LLC ### Registe	Nellewal.		LLC	10/13/2000	///021,233	
4,794,910 08/18/2015 Animal Scrial No.: Filing Date: Supply Company LLC	Danawal.		Company	10/13/2006	77/021 223	
4,794,910 08/18/2015 Animal Registered	02/08/2017	(Principal Register)	Animal Supply			INTEGRITY PET PRODUCTS
Filing Date: Filing Date: Reg. Date: 12/15/2015 Animal Company LLC Reg. Date: 12/15/2015 Animal Supply Company LLC Reg. Date: Company Company LLC Reg. Date: 04/13/2010 Reg. Date: Company Filing Date: Company Filing Date: Company LLC Reg. Date: 04/13/2016 Reg. Date: 04/13/2016 Animal Supply Filing Date: Company LLC Reg. Date: 04/13/2006 Animal Supply Company LLC Reg. Date: 10/13/2006 Registered Supply Company LLC	88 0 0 ₋ 15.	Docistored	A 51:			MTECDITY DET BRODICTS
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Filing Date: Animal Supply Company Reg. Date: LLC Reg. Date: Animal Registered Supply Company LLC Reg. Date: Company Filing Date: Company 02/13/2009 LLC Reg. Date: O4/13/2010 Animal Supply Company Filing Date: O4/13/2010 Filing Date: Company Filing Date: Company LLC Registered Supply Filing Date: Company LLC Registered Supply Filing Date: Company LLC	02/08/2021			Reg. Date:	Reg. No.:	
Filing Date: Animal Registered Supply 03/09/2015 Company LLC Reg. Date: 12/15/2015 Animal Registered Supply Filing Date: Company 02/13/2009 LLC Reg. Date: 04/13/2010 Animal Registered Supply Filing Date: Company Filing	Renewal:		LLC	10/13/2006	77/021,220	
Filing Date: Animal Registered Supply Company LLC Reg. Date: 12/15/2015 Piling Date: Supply Company Company Company Company D2/13/2009 Reg. Date: Company Company D4/13/2010 Animal Registered Reg	02/08/2017	(Principal Kegister)	Supply	Filing Date:	Serial No.:	United States
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Filing Date: Animal Supply Company LLC Reg. Date: 12/15/2015 Animal Supply Filing Date: Company Filing Date: Company Filing Date: Company Company LLC Reg. Date: Company Filing Date: Company Filing Date: Company Company Company LLC				04/13/2010	3,//4,094	
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0 08/18/2015 Efiling Date: Animal Registered Supply Company LLC Reg. Date: LLC 12/15/2015 Animal Registered Registered (Principal Register) Filing Date: Company	Renewal:		LLC	02/13/2009	77/670,617	United States
0 08/18/2015 Efiling Date: Animal Registered Supply Company LLC Reg. Date: 12/15/2015 Animal Registered Supply (Principal Register)		•	Company	Filing Date:	Serial No.:	1
0 08/18/2015 Animal Supply Company LLC Registered 16 03/09/2015 Company LLC 12/15/2015 LLC	§§ 8 & 15: 04/13/2016	Registered (Principal Register)	Animal Supply			Always Food
0 08/18/2015 Efiling Date: Animal Registered Supply Company LLC Reg. Date: LLC				12/15/2015	4872010	
Page Parts: O8/18/2015 Filing Date: Animal Registered Supply Company LLC	12/15/2025			Neg. Date.	Neg. No	Cilica States
08/18/2015 Filing Date: Animal Registered Supply Company	Renewal:		LLC	Bog Data:	Dag No.	United States
08/18/2015 : Filing Date: Animal Registered	12/13/2021		Company	03/09/2015	86/557,616	
	\$\$ 8 & 15:	Registered	Animal	Filing Date:	Serial No.:	LOCAL EVERYWHERE
				08/18/2015	4,794,910	
Reg. No.: Reg. Date: 08/18/2025	08/18/2025			Reg. Date:	Reg. No.:	

	3,915,391	02/08/2011			
INTEGRITY NATURAL CAT	Serial No.:	Filing Date:	Animal	Registered	§§ 8 & 15:
	86/784,030	10/09/2015	Suppry Company		00/28/2022
United States	Reg. No.:	Reg. Date:	LLC		Renewal: 06/28/2026
	4897393	06/28/2016			
NATURE'S CAFE			Animal	Registered	Renewal:
United States	Serial No.:	Filing Date:	Suppry Company	(Frincipal Kegister)	08/07/2017
	111021,220	10/13/2006	LLL		
	Reg. No.:	Reg Date:			
	3,273,808	08/07/2007			
	Serial No.:	Filing Date:	Animal	Registered	§§ 8 & 15:
Zeincs	86/795,288	10/21/2015	Company		Renewal:
	Reg. No.:	Reg. Date:	נוכל		06/28/2026
	4988054	06/28/2016			
United States					
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PET SUPPLY LINK United States	United States					United States		Ex		
Serial No.: 77/706,276 Reg. No.: 3,710,719		4988053	Reg. No.:	86/795,282	Serial No.:		4988055	Reg. No:	86/795,289	Serial No.:
Filing Date: 04/03/2009 Reg. Date: 11/10/2009		06/28/2016	Reg. Date:	10/21/2015	Filing Date:		06/28/2016	Reg. Date:	10/21/2015	Filing Date:
Animal Supply Company LLC			LLC	Company	Animal			FLC	Company	Animal
Registered (Supplemental Register)					Registered					Registered
Renewal: 11/10/2019			(106/28/2026) Kenewai:	0012012022	\$\\$ 8 & 15:			06/28/2026	Renewal.	\$\$ 8 & 15:

ANIMAL SUPPLY CO. Washington State Registration	Animal Supply Co. est 1987 & Design United States	United States
53327	Serial No.: 77/553,542 Reg. No.: 3,691,319	Serial No.: 86/784,040 Reg. No.: 4987395
05/11/2009	Filing Date: 08/22/2008 Reg. Date: 10/6/2009	Filing Date: 10/09/2015 Reg. Date: 06/28/2016
Animal Supply Company LLC	Animal Supply Company LLC	Animal Supply Company LLC
Registered (Renewed 4/4/2014)	Registered (Principal Register)	Pending (Awaiting examination) Registered
Renewal: 05/11/2019	Renewal: 10/05/2019	\$\$ 8 & 15: 06/28/2022 Renewal: 06/28/2026

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

Register) 07/12/2017 Renewal: 07/12/2021		07/26/2011	Rea No. Rea Date: Company		Serial No.: Filing Date: Animal	Serial No.: Filing Date: Animal	Serial No.: Filing Date: Animal	77/980.288 10/13/2006 Supply	///980,288 10/15/2006 Supply	Company		Reg. No.: Reg. Date: LLC	07/26/2011									07/26/2011	Neg. Date:	Reg. Date:	Ran Data:		Company	111200,200 1011312000 July	77/980.288 10/13/2006 Supply		Serial No.: Filing Date: Animal				07/26/2011	Reg. No.: Reg. Date: TTC	Company	10/15/2000 Suppry	77/080 280 10/13/2006 Supply	INTEGRITY Serial No.: Filing Date: Animal Registered	Comical No.			4 455 958 12/24/2013		Reg. No.: Reg. Date:	Dow No.	Company	LITTER 85/671,594 07/09/2012 Supply (Principal	Filing Date: Animal	11:1:1	EXTENSIVE A TRANSPORT				3,992,944 07/12/2011			Company	
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ROGUE RIVER NATURALS	Serial No.:	Filing Date:	Animal Supply	Registered (Principal Register)	\$\\$ 8 & 15:
United States	86/073,449	09/24/2013	Company	(1 micipal register)	03/03/2021
	Reg. No.: 4,694,183	Reg. Date:	LLC		Renewal: 03/03/2025
		03/03/2015			
ROGUE RIVER NATURALS	Serial No.:	Filing Date:	Animal	Registered	§§ 8 & 15:
United States	86/784,026	10/09/2015	Suppry		06/28/2022
	Reg. No.:	Reg. Date:	LLC		Kenewai: 06/28/2026
	4987391	06/28/2016			
NEIGHBORHOOD PET	Serial No.:	Filing Date:	Animal	Allowed	Statement of Use:
United States	85/874,500	03/13/2013	Suppry Company		02/18/2017
United States			LLC		

NEIGHBORHOOD PET PRODUCTS United States	Serial No.: 85/983,381 Reg. No.:	Filing Date: 03/13/2013 Reg. Date:	Animal Supply Company LLC	Registered
	4,766,783	07/07/2015		
NEIGHBORHOOD PET	Serial No.:	Filing Date:	Animal	Allowed
United States	86/622,749	05/07/2015	Supply Company LLC	
BASIL & BAXTER'S BAKERY	Serial No.:	Filing Date:	Animal	Registered
United States	85/810,216	12/25/2012	Company	(Frincipal Kegister)
	Reg. No.:	Reg. Date:	LLC	
	4,618,107	10/07/2014		
BASIL & BAXTER'S BAKERY B	Serial No.:	Filing Date:	Animal	Registered
W. B.	85/810,218	12/25/2012	Company	(Fincipal Kegister)
Offica States	Reg. No.:	Reg. Date:	LLC	
	4,618,108	10/07/2014		

11/05/2023			11/5/2013	4,430,004	
Renewal:		LLC	Reg. Date:	Reg. No.:	
11/05/2019	(Fillelpal Kegister)	Company	05/21/2013	85/815,524	United States
§§ 8 & 15:	Registered	Animal	Filing Date:	Serial No.:	ESSENTIAL DELIGHTS
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02/18/2017		Company	03/13/2013	85/8/4,8/8	United States
0010001		Supply		07.001.000	PET RETAILERS
Statement of Use:	Allowed	Animal	Filing Date:	Serial No.:	SUPPORTING NEIGHBORHOOD
			09/30/2014	4,614,615	
09/30/2024			gi	Q,	
Renewal:		LLC	Reg. Date:	Reg. No.:	
09/30/2020	(rillcipal Kegister)	Company	05/06/2013	85/923,791	United States
§§ 8 & 15:	Registered	Animal	Filing Date:	Serial No.:	IT HAPPENS
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<u></u>	Serial No.:	Filing Date:	Animal	Registered	S\$ & & 13:
	85/109,795	08/17/2010	Company		04/19/2017
DISTRIBUTING INC.	Registration	Registration	TLC		Renewal:
	No.:	Date:			04/19/2021
United States	3,947,573	04/19/2011			
RFG DISTRIBUTING, INC.	Serial No.:	Filing Date:	Animal	Registered	§§ 8 & 15:
	85/109,626	08/17/2010	Company		04/19/2017
United States	Registration	Registration	TLC		Renewal:
	3,947,557	04/19/2011			04/19/2021
NEIGHBORHOOD PET	Serial No.:	Filing Date:	Animal	Allowed	Statement of Use:
	86/784,034	10/09/2015	Supply Company		02/28/2017
United States			LLC		

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RECORDED: 12/19/2016