

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM456965

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kriser's Feeding Pets for Life, LLC		12/22/2017	Limited Liability Company: DELAWARE
Especially for Pets, LLC		12/22/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	CIT Bank, N.A.
Street Address:	11 West 42nd Street
Internal Address:	13th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3736436	ESPECIALLY FOR PETS
Registration Number:	4338093	BARK! PAWSITIVE PETFOOD
Registration Number:	3273472	BARK!
Registration Number:	4345929	KRISER'S
Registration Number:	4600592	KRISER'S FOR YOUR PET'S ALL-NATURAL LIFE
Registration Number:	4776474	KRISER'S NATURAL PET
Registration Number:	4776475	KRISER'S NATURAL PET
Registration Number:	3316531	WYLIE WAGG
Serial Number:	86850221	REALIFE

CORRESPONDENCE DATA

Fax Number:

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.

Email: elizabeth.burkhard@hklaw.com

Correspondent Name: Holland & Knight LLP

Address Line 1: 10 St. James Ave.

OP \$240.00 3736436

Address Line 2: 11th Floor
Address Line 4: Boston, MASSACHUSETTS 02116

ATTORNEY DOCKET NUMBER: 143452.00018

NAME OF SUBMITTER: Laura O'Brien

SIGNATURE: /Laura O'Brien/

DATE SIGNED: 01/05/2018

Total Attachments: 5

source=01.05.18 FINAL Grant of Security Interest in United States Trademarks#page1.tif
source=01.05.18 FINAL Grant of Security Interest in United States Trademarks#page2.tif
source=01.05.18 FINAL Grant of Security Interest in United States Trademarks#page3.tif
source=01.05.18 FINAL Grant of Security Interest in United States Trademarks#page4.tif
source=01.05.18 FINAL Grant of Security Interest in United States Trademarks#page5.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, in order to induce the Lenders (as defined below) to make extensions of credit and other financial accommodations to, among others, KRISER'S FEEDING PETS FOR LIFE, LLC, a Delaware limited liability company with its chief executive office at 1906 Olympic Boulevard, Santa Monica, CA 90404, and ESPECIALLY FOR PETS, LLC, a Delaware limited liability company with its chief executive office at 1185 Chestnut Street, Newton, MA 02464 (each a "Grantor" and, together, the "Grantors") pursuant to (i) the Credit Agreement, dated as of December 22, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), between Independent Pet Partners Intermediate Holdings, LLC, a Delaware limited liability company ("IPP Intermediate"), as the borrower representative and, together with the Grantors and Pet Life, LLC, a Delaware limited liability company, as borrowers, the Guarantors (as defined therein), the Lenders (as defined therein) from time to time party thereto and each lender from time to time party thereto (collectively, the "Lenders" and each, individually, a "Lender"), and CIT BANK, N.A., with offices at 11 West 42nd Street, 13th Floor, New York, NY 10036, as administrative agent and collateral agent for the Lenders (in such capacity, the "Agent"), and (ii) the Security Agreement, dated as of December 22, 2017, executed and delivered by, among others, each Grantor in favor of the Agent in connection with the Credit Agreement (as amended, restated supplemented or otherwise modified from time to time, the "Security Agreement") under which each Grantor pledged and granted to CIT BANK, N.A., as Agent, a continuing security interest in all of each Grantor's Intellectual Property. Each Grantor hereby pledges and grants a continuing security in, to and under all of each Grantor's right, title and interest in each United States Trademark (including, without limitation, those items set forth on Schedule A attached

hereto) for the benefit of the Credit Parties to secure payment, performance and observance of the Obligations.

Unless otherwise defined herein or the context otherwise requires, terms used herein have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement (as applicable). This grant of security interest in United States Trademarks (this "Grant") has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The Grantors authorize and request that the Commissioner for Trademarks record this Grant. The security interest granted hereby has been granted to the Agent for the benefit of the Credit Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The rights and remedies of the Agent 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.

This Grant may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Grant by telecopier, facsimile or other electronic means shall be effective as delivery of a manually executed counterpart of this Grant.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 22nd day
of December, 2017.

KRISER'S FEEDING PETS FOR LIFE, LLC,
as a Grantor

By: Michael E Foss
Name: Michael E. Foss
Title: Managing Director, Chief
Financial Officer and Treasurer

ESPECIALLY FOR PETS, LLC, as a Grantor

By: Michael E Foss
Name: Michael E. Foss
Title: Managing Director, Chief
Financial Officer and Treasurer

[Signature Page to Grant of Security Interest in U.S. Trademarks]

TRADEMARK
REEL: 006243 FRAME: 0916

CIT BANK, N.A., as Agent,
as Grantee




By: Brian Scully
Name: Brian Scully
Title: Vice President

[Signature Page to Grant of Security Interest in U.S. Trademarks]

TRADEMARK
REEL: 006243 FRAME: 0917

SCHEDULE A

United States Trademarks

<u>Trademarks</u>	<u>Owner</u>	<u>Application/Registration Date</u>	<u>Status</u>	<u>Registration No.</u>
 ESPECIALLY FOR PETS	Especially for Pets, LLC	January 12, 2010	Registered	3,736,436
 BARK! PAWSITIVE PETFOOD	Kriser's Feeding Pets for Life, LLC	May 21, 2013	Registered	4338093
BARK! BARK!	Kriser's Feeding Pets for Life, LLC	August 7, 2007	Registered	3273472
Kriser's KRISER'S	Kriser's Feeding Pets for Life, LLC	June 4, 2013	Registered	4345929
 KRISER'S FOR YOUR PET'S ALL-NATURAL LIFE	Kriser's Feeding Pets for Life, LLC	September 9, 2014	Registered	4600592
<small>KRISER'S NATURAL PET</small> KRISER'S NATURAL PET	Kriser's Feeding Pets for Life, LLC	July 21, 2015	Registered	4776474
<small>KRISER'S NATURAL PET</small> KRISER'S NATURAL PET	Kriser's Feeding Pets for Life, LLC	July 21, 2015	Registered	4776475
REALIFE REALIFE	Kriser's Feeding Pets for Life, LLC	December 15, 2015	Application	86850221
WYLIE WAGG WYLIE WAGG	Kriser's Feeding Pets for Life, LLC	October 23, 2007	Registered	3316531

Schedule A to Grant of Security Interest in U.S. Trademarks