

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM503165

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Acknowledgement of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hyper Pet LLC		12/18/2018	Limited Liability Company: DELAWARE
Paws Merger Parent, LLC		12/18/2018	Limited Liability Company: DELAWARE
Hyper Pet Brands LLC		12/18/2018	Limited Liability Company: DELAWARE
GRAC Holdings LLC		12/18/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	CIBC Bank USA
Street Address:	120 South LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 76

Property Type	Number	Word Mark
Registration Number:	5522850	BUDDY AND BELLA
Registration Number:	5314107	CHEWSHOES
Registration Number:	5119250	WILD INSTINCTS
Registration Number:	5041193	DENTA DISH
Registration Number:	5022503	WAGGISH
Registration Number:	5026447	MAD CAT
Registration Number:	4960186	GNAWBBERS
Registration Number:	4787503	MEGAMUTT
Registration Number:	4763041	HIGH VIZ TECHNOLOGY
Registration Number:	4743751	HAVEN PREMIUM PET BEDDING
Registration Number:	4734920	CUDDLE MONSTERS
Registration Number:	4721789	HIGH VIZ TECHNOLOGY
Registration Number:	4662217	DETAILS
Registration Number:	4616935	PUFF SQUEAK

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4609613	ZANY BUNCH
Registration Number:	4609564	ZIGGLER GIGGLER
Registration Number:	4597220	DONUT DOZER
Registration Number:	4597217	EASY SLEEPER
Registration Number:	4597215	DREAM MAT
Registration Number:	4584532	CUDDLE SPOT
Registration Number:	4584531	BLISSFUL REST
Registration Number:	4580211	TWINKLE TWEET
Registration Number:	4517778	ROMP!
Registration Number:	4454760	INSTINCTS
Registration Number:	4399878	DETAILS
Registration Number:	4324462	STUFT
Registration Number:	4390961	RAW HIDERS
Registration Number:	4398864	CHEW BOTS
Registration Number:	4324459	CATTY CORNER
Registration Number:	4324353	CRASH PAD
Registration Number:	4390910	KNOT ORDINARY
Registration Number:	4236495	FELINE FIRST
Registration Number:	4186645	FUNNY FARMS
Registration Number:	4256465	CATEGORIES
Registration Number:	4263517	R2P PET
Registration Number:	4256446	MULTITEX
Registration Number:	4256445	MASHERS
Registration Number:	4228109	SUPER PLUSH
Registration Number:	4186260	SILLY BUMS
Registration Number:	4232564	SPRONG
Registration Number:	5331516	ULTRA-HEAT
Registration Number:	5331515	COZY PAWS
Registration Number:	5331514	BONE HEAD
Registration Number:	5133129	MY BLANKIE!
Registration Number:	5324452	SNOJAM
Registration Number:	5143012	POOCH POCKET
Registration Number:	5129532	
Registration Number:	4949024	PAW TECTORS
Registration Number:	1949152	PAW TECTORS
Registration Number:	1857262	WEATHER MASTER
Registration Number:	3347073	
Registration Number:	3333911	ULTRA PAWS

Property Type	Number	Word Mark
Registration Number:	1350634	ROSE AMERICA CORPORATION
Registration Number:	1903569	SAND CANYON
Registration Number:	2356318	PET WEAR
Registration Number:	2137538	BMB
Registration Number:	2826628	HYPERDOG
Registration Number:	3191858	PET WEAR
Registration Number:	3246296	BMB
Registration Number:	3508272	AUSSIE NATURALS
Registration Number:	3831499	OUTBACK JACK
Registration Number:	4290447	GROOMMITT
Registration Number:	4476965	WILD EATS
Registration Number:	4578924	K-9 KANNON
Registration Number:	5054420	HYPER PET
Registration Number:	5054421	
Registration Number:	5535296	FLAV-A-BONE
Registration Number:	5535297	FLIPPY FLOPPER
Registration Number:	5535299	REAL SKINZ
Registration Number:	5535843	DOGGIE TAIL
Registration Number:	5535844	HYPER SQUAWKER
Registration Number:	5535894	HIDE-N-SQUEAK
Registration Number:	5539979	CRITTER SKINZ
Registration Number:	5539987	DURA-SQUEAKS
Registration Number:	5545929	FIRE HOSE FRIENDS
Registration Number:	5575528	THROW-N-GO

CORRESPONDENCE DATA

Fax Number: 4125621041
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: 412-562-1637
Email: vicki.cremonese@bipc.com
Correspondent Name: Michael L. Dever
Address Line 1: 301 Grant Street
Address Line 2: 20th Floor
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	0087672-000008
NAME OF SUBMITTER:	Duane A. Stewart III
SIGNATURE:	/Duane A. Stewart III/
DATE SIGNED:	12/21/2018

Total Attachments: 10

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ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

December 18, 2018

WHEREAS, Hyper Pet LLC, a Delaware limited liability company, Paws Merger Parent, LLC, a Delaware limited liability company, Hyper Pet Brands LLC, a Delaware limited liability company, and GRAC Holdings LLC, a Delaware limited liability company (collectively, the "Grantor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks listed on the annexed Schedule 1 (the "Trademarks");

WHEREAS, the Grantor has entered into a Guaranty and Collateral Agreement, dated on or around the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement") among the Grantor, the other grantors party thereto from time to time, and CIBC Bank USA, as administrative agent ("Administrative Agent") for various financial institutions ("Lenders");

WHEREAS, pursuant to the Collateral Agreement, the Grantor has granted to Administrative Agent for the benefit of the Lenders a continuing security interest in all right, title and interest of the Grantor 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 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 Collateral Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to Administrative Agent for the benefit of Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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


**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS]**

[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN
TRADEMARKS]

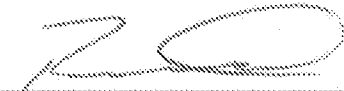
IN WITNESS WHEREOF, each Grantor has caused this Acknowledgment to be duly
executed by its officer thereunto duly authorized as of the date first written above.

GRANTOR:

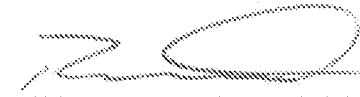
HYPER PET LLC

By:  (SEAL)
Name: Peter Haabestad
Title: Vice President

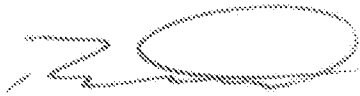
HYPER PET BRANDS LLC

By:  (SEAL)
Name: Peter Haabestad
Title: President

PAWS MERGER PARENT, LLC

By:  (SEAL)
Name: Peter Haabestad
Title: President


GRAC HOLDINGS LLC

By:  (SEAL)
Name: Peter Haabestad
Title: President





SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS



REGISTERED AND UNREGISTERED TRADEMARKS


United States



TRADEMARK	REGISTRATION NO.
READY PET	Pending
SNUGG	Pending
SUPERNIP	Pending
PET CRAFT SUPPLY CO.	Pending
BUDDY AND BELLA	5522850
CHEW SHOES	5314107
WILD INSTINCTS	5119250
DENTA DISH	5041193
WAGGISH	5022503
MAD CAT	5026447
GNAWBBER	4960186
MEGAMUTT	4787503
HIGH VIZ TECHNOLOGY (And Design) 	4763041
HAVEN PREMIUM PET BEDDING	4743751
CUDDLE MONSTERS	4734920
HIGH VIZ TECHNOLOGY	4721789
DETAILS	4662217
PUFF SQUEAK	4616935
ZANY BUNCH	4609613
ZIGGLER GIGGLER	4609564
DONUT DOZER	4597220
EASY SLEEPER	4597217
DREAM MAT	4597215
CUDDLE SPOT	4584532
BLISSFUL REST	4584531
TWINKLE TWEET	4580211
ROMP!	4517778
INSTINCTS	4454760
DETAILS	4399878
STUFT	4324462

TRADEMARK	REGISTRATION NO.
RAW HIDERS	4390961
CHEW BOTS	4398864
CATTY CORNER	4324459
CRASH PAD	4324353
KNOT ORDINARY	4390910
FELINE FIRST	4236495
FUNNY FARMS	4186645
CATEGORIES	4256465
R2P PET	4263517
MULTITEX	4256446
MASHERS	4256445
SUPER PLUSH	4228109
SILLY BUMS	4186260
SPRONG (And Design) 	4232564
DOGA TAG	Pending
ULTRA-HEAT	5331516
COZY PAWS	5331515
BONE HEAD	5331514
MY BLANKIE!	5133129
SNOJAM	5324452
POOCH POCKET	5143012
[SWIRL LOGO] 	5129532

TRADEMARK	REGISTRATION NO.
PAW TECTORS 	4949024
PAW TECTORS 	1949152
WEATHER MASTER	1857262
[DOG SWIRL] 	3347073
ULTRA PAWS	3333911
ROSE AMERICA CORPORATION (And Design) 	1,350,634





TRADEMARK	REGISTRATION NO.
SAND CANYON	1,903,569
PETWEAR	2,356,318
BMB	2,137,538
HYPERDOG (And Design) 	2,826,628
PET WEAR	3,191,858
BMB (And Design) 	3,246,296
AUSSIE NATURALS	3,508,272
OUTBACK JACK	3,831,499
GROOMMITT	4,290,447
WILD EATS	4,476,965
K-9 KANNON	4,578,924

TRADEMARK	REGISTRATION NO.
HYPER PET	5054420
<p data-bbox="186 296 451 327">[HYPER PET LOGO]</p> 	5054421
FLAV-A-BONE	5535296
FLIPPY FLOPPER	5535297
REAL SKINZ	5535299
DOGGIE TAIL	5535843
HYPER SQUAWKER	5535844
HIDE-N-SQUEAK	5535894
CRITTER SKINZ	5539979
DURA-SQUEAKS	5539987
FIRE HOSE FRIENDS	5545929
THROW-N-GO	5575528
CHEEK CHEWS	
TUFF MUTTS	
[HYPER PET LOGO]	


TRADEMARK	REGISTRATION NO.
	
PETLOGIX	
UNO DOG	
BRUNCHIES	
FLATTIES	
BOTTLE BIRD	
ZINGER	
HYPER PET	
DENIM TUFFS	
<p data-bbox="191 1077 451 1108">[HYPER PET LOGO]</p> 	
CHOY	


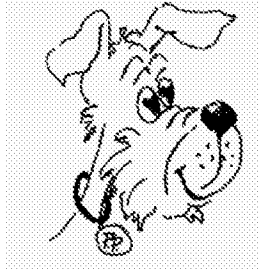
China

TRADEMARK	REGISTRATION NO.
R2PPET (And Design)	17691959

TRADEMARK	REGISTRATION NO.
	Class 20
R2PPET (And Design) 	17691957 Class 28
R2PPET (And Design) 	17691958 Class 21
R2PPET (And Design) 	17691960 Class 18

Canada

TRADEMARK	REGISTRATION NO.
POOPIKS	TMA645662
PET THREADS (And Design) 	TMA406637
PEEPEES-N-MORE	TMA646218

TRADEMARK	REGISTRATION NO.
PAW TECTORS (And Design) 	TMA398930
MY BLANKIE!	TMA655196
[DOG DESIGN] 	TMA390256
WEEWEES-N-MORE	TMA646120
WEATHER MASTER	TMA386005

Common Law Trademarks

1. Distinctive Black and “Hyper” Green color scheme;
2. FIRE HOSE FRIENDS
3. FIRE HOSE FLYERS
4. FLAV-A-BONES
5. HYPER CHEWZ
6. DURA-SQUEAKS
7. HYPER SQUAWKERS
8. TOUGH PLUSH
9. REAL SKINZ
10. GNARLY GNAWS