

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516010

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|-----------------------|
| Ourpet's Company | | 03/14/2019 | Corporation: COLORADO |
| Virtu Company | | 03/14/2019 | Corporation: OHIO |
| SMP Company, Incorporated | | 03/14/2019 | Corporation: OHIO |

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: 70

| Property Type | Number | Word Mark |
|----------------|----------|----------------------|
| Serial Number: | 88284426 | COSMIC PET |
| Serial Number: | 88167813 | COMFORT FEEDER |
| Serial Number: | 88157239 | TOYS FOR TREATS |
| Serial Number: | 88111279 | ON DEMAND |
| Serial Number: | 87812159 | GRRRASSIC |
| Serial Number: | 87676428 | COSMIC |
| Serial Number: | 87676420 | COSMIC CATNIP |
| Serial Number: | 87512106 | CHOMPY CHEWERS |
| Serial Number: | 87442275 | BIRD IN A CAGE |
| Serial Number: | 87486914 | FLY BY |
| Serial Number: | 87009998 | KITTY POTTY |
| Serial Number: | 87170526 | POUNCE HOUSE |
| Serial Number: | 87340591 | GO! CAT GO! |
| Serial Number: | 87194514 | WHIRLING WIGGLER |
| Serial Number: | 87194511 | MOUSE IN A POUCH |
| Serial Number: | 87040314 | SNAG-ABLES |
| Serial Number: | 86895968 | INTELLIGENT PET CARE |

CH \$1765.00 88284426

| Property Type | Number | Word Mark |
|----------------|----------|-------------------------------------|
| Serial Number: | 86970051 | BALL OF FEATHERY FURY |
| Serial Number: | 86869207 | BARKING BISTRO |
| Serial Number: | 86948580 | INTELLIGENT PET LINK |
| Serial Number: | 86869202 | DESIGNER DINER |
| Serial Number: | 86756774 | ECOPURE NATURALS |
| Serial Number: | 86873146 | SMARTLINK |
| Serial Number: | 86841294 | PET ZONE |
| Serial Number: | 86498090 | CATTY WHACK |
| Serial Number: | 86724803 | WHERE INSTINCT MEETS PLAY! |
| Serial Number: | 86816598 | ODORLESS |
| Serial Number: | 86751555 | SURF-N-TOSS |
| Serial Number: | 86751549 | SQUEAK-N-SQUEAK |
| Serial Number: | 86751538 | CHIRP-N-PREY |
| Serial Number: | 86502902 | PET TASTIC! |
| Serial Number: | 86068870 | FRESH SCOOP |
| Serial Number: | 85496364 | NATURAL PRODUCTS, NATURAL SOLUTIONS |
| Serial Number: | 85052949 | FOR A FRESHER LITTER BOX |
| Serial Number: | 85053014 | REALMOUSE |
| Serial Number: | 85054897 | AT NIGHT |
| Serial Number: | 85138554 | TUFF-N-RUGGED |
| Serial Number: | 85166763 | ON · THE GO · DOG |
| Serial Number: | 85137609 | BRING THE WILD INSIDE! |
| Serial Number: | 85137582 | MOUSEHUNTER |
| Serial Number: | 85960797 | CORKNIP |
| Serial Number: | 85904129 | ON DEMAND |
| Serial Number: | 85816517 | TOYS FOR TREATS |
| Serial Number: | 85746627 | WONDERBOWL |
| Serial Number: | 85614301 | SIMPLY SCOOP |
| Serial Number: | 78194888 | PIK-UP-BAGS |
| Serial Number: | 77964891 | LIVELYDOG |
| Serial Number: | 77828503 | PET ZONE |
| Serial Number: | 77912656 | SMARTER TOYS |
| Serial Number: | 77882109 | ATOMIC TREAT BALL |
| Serial Number: | 77882096 | IQ TREAT BALL |
| Serial Number: | 77862677 | LOLDOG |
| Serial Number: | 77828483 | PET ZONE |
| Serial Number: | 77778198 | EAT! |
| Serial Number: | 77751846 | RUFFY |

| Property Type | Number | Word Mark |
|----------------|----------|------------------|
| Serial Number: | 77567893 | CLIPNOSIS |
| Serial Number: | 77283005 | |
| Serial Number: | 77457943 | DURAPET |
| Serial Number: | 76674278 | STORE-N-FEED |
| Serial Number: | 76667096 | SMARTSCOOP |
| Serial Number: | 76661585 | ECOPURE NATURALS |
| Serial Number: | 76668632 | FLAPPY |
| Serial Number: | 76401754 | MOUSE-N-CHEESE |
| Serial Number: | 76320695 | SPEED-E-DRINK |
| Serial Number: | 76320679 | SPEED-E-TREAT |
| Serial Number: | 76174064 | OURPET' S |
| Serial Number: | 75666216 | PLAY-N-SQUEAK |
| Serial Number: | 75627261 | PET ZONE |
| Serial Number: | 75479589 | PLAY-N-TREAT |
| Serial Number: | 75199481 | PET ZONE |

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: 412-562-1622

Email: vicki.cremonese@bipc.com

Correspondent Name: Duane A. Stewart III

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: 03/25/2019

Total Attachments: 9

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ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

March 14, 2019

WHEREAS, OurPet's Company, a Colorado corporation, Virtu Company, an Ohio corporation, and SMP Company, Incorporated, an Ohio corporation (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, pursuant to that certain Joinder to Guaranty and Collateral Agreement (the "Joinder"), dated as of the date hereof, made by the Grantor for the benefit of CIBC Bank USA, as administrative agent ("Administrative Agent") for various financial institutions ("Lenders"), the Grantor has joined that certain Guaranty and Collateral Agreement (as supplemented by the Joinder and as further amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), dated as of December 18, 2018, by and among GRAC Holdings LLC, a Delaware limited liability company, Paws Merger Parent, LLC, a Delaware limited liability company, Hyper Pet LLC, a Delaware limited liability company, and Hyper Pet Brands LLC, a Delaware limited liability company, the other grantors from time to time party thereto, and the Administrative Agent;

WHEREAS, pursuant to the Collateral Agreement, the Grantor has granted to Administrative Agent for the benefit of 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:

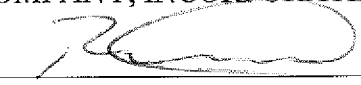
OURPET'S COMPANY

By: 
Name: Peter Haabestad
Title: President

VIRTU COMPANY

By: 
Name: Peter Haabestad
Title: President


SMP COMPANY, INCORPORATED

By: 
Name: Peter Haabestad
Title: President

SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

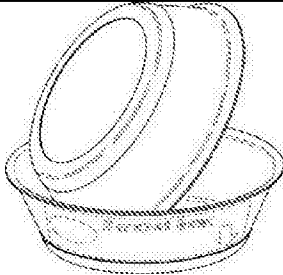
United States



| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|--------------------|-----------------|-----------------|--------------|-----------------------|
| COSMIC PET | | 88284426 | | OurPet's Company |
| COMFORT FEEDER | | 88167813 | | OurPet's Company |
| TOYS FOR TREATS | | 88157239 | | OurPet's Company |
| ON DEMAND | | 88111279 | | OurPet's Company |
| GRRRASSIC | | 87812159 | | OurPet's Company |
| HOVER | | 87302901 | | OurPet's Company |
| HOVERCATS | | 87272618 | | OurPet's Company |
| COSMIC | | 87676428 | | OurPet's Company |
| COSMIC CATNIP | | 87676420 | | OurPet's Company |
| COSMIC GOLD | | 87676340 | | OurPet's Company |
| COSMIC CATNIP GOLD | | 87676327 | | OurPet's Company |
| CHOMPY CHEWERS | 5388547 | 87512106 | | OurPet's Company |
| BIRD IN A CAGE | 5361724 | 87442275 | | OurPet's Company |
| FLY BY | 5350719 | 87486914 | | OurPet's Company |
| KITTY POTTY | 5325945 | 87009998 | | OurPet's Company |
| POUNCE HOUSE | 5262573 | 87170526 | | OurPet's Company |
| GO! CAT GO! | 5246528 | 87340591 | | OurPet's Company |
| WHIRLING WIGGLER | 5143750 | 87194514 | | OurPet's Company |

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|---|----------|----------|-------|------------------|
| MOUSE IN A POUCH | 5143749 | 87194511 | | OurPet's Company |
| SNAG-ABLES | 5116157 | 87040314 | | OurPet's Company |
| INTELLIGENT PET CARE | 5492620 | 86895968 | | OurPet's Company |
| BALL OF FEATHERY FURY | 5234906 | 86970051 | | OurPet's Company |
| BARKING BISTRO | 5164008 | 86869207 | | OurPet's Company |
| INTELLIGENT PET LINK | | 86948580 | | OurPet's Company |
| DESIGNER DINER | 5102219 | 86869202 | | OurPet's Company |
| ECOPURE NATURALS | 5071270 | 86756774 | | OurPet's Company |
| SMARTLINK | 5042946 | 86873146 | | OurPet's Company |
| PET ZONE | 5016761 | 86841294 | | OurPet's Company |
| CATTY WHACK | 4965640 | 86498090 | | OurPet's Company |
| WHERE INSTINCT MEETS PLAY! | 4948050 | 86724803 | | OurPet's Company |
| ODORLESS | 4915853 | 86816598 | | OurPet's Company |
| SURF-N-TOSS | 4898773 | 86751555 | | OurPet's Company |
| SQUEAK-N-SQUEAK | 4898772 | 86751549 | | OurPet's Company |
| CHIRP-N-PREY | 4898771 | 86751538 | | OurPet's Company |
| PET TASTIC! (And Design)  | 4811638 | 86502902 | | OurPet's Company |
| FRESH SCOOP | 4555006 | 86068870 | | OurPet's Company |

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|-------------------------------------|-----------------|-----------------|--------------|-----------------------|
| NATURAL PRODUCTS, NATURAL SOLUTIONS | 4278339 | 85496364 | | OurPet's Company |
| FOR A FRESHER LITTER BOX | 3907527 | 85052949 | | OurPet's Company |
| REALMOUSE | 3996269 | 85053014 | | OurPet's Company |

| | | | |
|---|----------------|-----------------|------------------|
| AT NIGHT (And Design)  | 3904378 | 85054897 | OurPet's Company |
| TUFF-N-RUGGED | 3955042 | 85138554 | OurPet's Company |
| ON · THE GO · DOG (And Design)  | 3957861 | 85166763 | OurPet's Company |
| BRING THE WILD INSIDE! | 3957776 | 85137609 | OurPet's Company |
| MOUSEHUNTER | 3955032 | 85137582 | OurPet's Company |
| CORKNIP | 4646003 | 85960797 | OurPet's Company |
| ON DEMAND | 4402026 | 85904129 | OurPet's Company |
| TOYS FOR TREATS | 4420090 | 85816517 | OurPet's Company |
| WONDERBOWL | 4475972 | 85746627 | OurPet's Company |
| SIMPLY SCOOP | 4522535 | 85614301 | OurPet's Company |
| PIK-UP-BAGS | 2946664 | 78194888 | OurPet's Company |
| LIVELYDOG (And Design)  | 3867290 | 77964891 | OurPet's Company |
| PET ZONE | 3859218 | 77828503 | OurPet's Company |
| SMARTER TOYS | 3837398 | 77912656 | OurPet's Company |
| ATOMIC TREAT BALL | 3803173 | 77882109 | OurPet's Company |
| IQ TREAT BALL | 3803172 | <u>77882096</u> | OurPet's Company |
| LOLDOG | 3799457 | <u>77862677</u> | OurPet's Company |
| PET ZONE | <u>3884891</u> | <u>77828483</u> | OurPet's Company |
| EAT! | <u>3788667</u> | <u>77778198</u> | OurPet's Company |
| RUFFY | <u>3791385</u> | <u>77751846</u> | OurPet's Company |
| CLIPNOSIS | <u>3732417</u> | <u>77567893</u> | OurPet's Company |
| [2 BOWLS TRADE DRESS] | <u>3801530</u> | <u>77283005</u> | OurPet's Company |

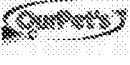
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|---|----------------|-----------------|------------------|
|  | | | |
| <u>DURAPET</u> | <u>3543349</u> | <u>77457943</u> | OurPet's Company |
| <u>STORE-N-FEED</u> | <u>3443382</u> | <u>76674278</u> | OurPet's Company |
| <u>SMARTSCOOP</u> | <u>3325403</u> | <u>76667096</u> | OurPet's Company |
| <u>ECOPURE NATURALS</u> | <u>3288544</u> | <u>76661585</u> | OurPet's Company |
| <u>FLAPPY</u> | <u>3509102</u> | <u>76668632</u> | OurPet's Company |
| <u>MOUSE-N-CHEESE</u> | <u>2688515</u> | <u>76401754</u> | OurPet's Company |
| <u>SPEED-E-DRINK</u> | <u>2664532</u> | <u>76320695</u> | OurPet's Company |
| <u>SPEED-E-TREAT</u> | <u>2792219</u> | <u>76320679</u> | OurPet's Company |
| <u>OURPET S</u> | <u>2577849</u> | <u>76174064</u> | OurPet's Company |
| <u>PLAY-N-SQUEAK</u> | <u>2498759</u> | <u>75666216</u> | OurPet's Company |

| | | | |
|---|----------------|-----------------|------------------|
| <u>PET ZONE (And Design)</u>  | <u>2321259</u> | <u>75627261</u> | OurPet's Company |
| <u>PLAY-N-TREAT</u> | <u>2226341</u> | <u>75479589</u> | OurPet's Company |
| <u>PET ZONE (And Design)</u>  | <u>2179371</u> | <u>75199481</u> | OurPet's Company |

Canada

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|----------|-----------|----------|-------|------------------|
| OURPET'S | TMA578876 | | | OurPet's Company |
| | | | | |

China

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|--|----------|----------|-------|------------------|
| OURPET'S (And Design)  | 8628559 | | | OurPet's Company |
| | | | | |

Germany

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|----------|----------|----------|-------|------------------|
| OURPET'S | 30132905 | | | OurPet's Company |
| | | | | |

Japan

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|----------|-----------|----------|-------|------------------|
| OURPET'S | TMA578876 | | | OurPet's Company |
| | | | | |

Mexico

| Mark | Reg. No. | App. No. | Owner | Recorded Owner |
|---------------|----------|----------|-------|------------------|
| OURPET'S | 1520406 | | | OurPet's Company |
| OURPET'S | 1520407 | | | OurPet's Company |
| PLAY N SQUEAK | 1520408 | | | OurPet's Company |

Common Law Trademarks

ALWAYS HOME
 AUTO SCOOP
 BIG DOG FEEDER
 BUBBLE MOUSE
 BUTERFLY BALL
 DELIDOME
 DURABOLZ
 FLEXO-FEEDER
 FLOPPSITES
 FRESH FOOD TOWER
 MOLECUBALL
 NATURE'S SCOOP
 ON-THE-GO DOG
 OURPET'S
 PIK-UP-PAK

PLAY-N-TREAT
PURE WATER TOWER
PUSH-N-ROLL
RACE-N-CHEESE
ROLL-N-SQUEAK
SCOOP FRESH
SKOOP-N-PAK
WE MAKE 'EM FOR DOGS TO SHAKE 'EM
ZIG-N-ZAG
ZOOM PLUME