

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516353

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:	Centerfield Capital Partners III, L.P.		
Street Address:	10 West Market Street		
Internal Address:	3030 Market Tower		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	Limited Partnership: DELAWARE		
Name:	CCP III-A, L.P.		
Street Address:	10 West Market Street		
Internal Address:	3030 Market Tower		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	Limited Partnership: DELAWARE		
Name:	CCP III-SBIC, L.P.		
Street Address:	10 West Market Street		
Internal Address:	3030 Market Tower		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 76			
TRADEMARK			

Property Type	Number	Word Mark
Serial Number:	87891473	SUPERNIP
Registration Number:	5522850	BUDDY AND BELLA
Registration Number:	5314107	CHEWSHOES
Registration Number:	5041193	DENTA DISH
Registration Number:	5022503	WAGGISH
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
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

Property Type	Number	Word Mark
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
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
Registration Number:	5119250	WILD INSTINCTS

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:** 03/28/2019**Total Attachments: 12**

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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 as 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 Centerfield Capital Partners III, L.P., a Delaware limited partnership, as agent ("Agent") for CCP III-A, L.P., a Delaware limited partnership ("CCP III"), CCP III-SBIC, L.P., a Delaware limited partnership ("CCP SBIC" together with CCP III and Agent the "Purchasers");

WHEREAS, pursuant to the Collateral Agreement, the Grantor has granted to Agent for the benefit of the Purchasers 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 Agent for the benefit of Purchasers 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 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.


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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:

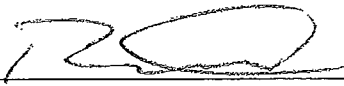
HYPER PET LLC

By: 
Name: Peter Haabestad
Title: Vice President


PAWS MERGER PARENT, LLC.

By: 
Name: Peter Haabestad
Title: President

HYPER PET BRANDS LLC

By: 
Name: Peter Haabestad
Title: President


GRAC HOLDINGS LLC


By: 
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	App. No. 87/891,318
SNUGG	App. No. 87/891,486
SUPERNIP	App. No. 87/891,473
PET CRAFT SUPPLY CO.	App. No. 87/891,141
BUDDY AND BELLA	5522850
CHEW SHOES	5314107
WILD INSTINCTS	5119250
DENTA DISH	5041193
WAGGISH	5022503
MAD CAT	5026447
GNAWBBERS	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
RAW HIDERS	4390961
CHEW BOTS	4398864

TRADEMARK	REGISTRATION NO.
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) sprong	4232564
DOGA TAG	Pending
ULTRA-HEAT	5331516
COZY PAWS	5331515
BONE HEAD	5331514
MY BLANKIE!	5133129
SNOJAM	5324452
POOCH POCKET	5143012
[SWIRL LOGO] 	5129532
PAW TECTORS	4949024

TRADEMARK	REGISTRATION NO.
	
<p>PAW TECTORS</p> 	1949152
WEATHER MASTER	1857262
<p>[DOG SWIRL]</p> 	3347073
ULTRA PAWS	3333911
<p>ROSE AMERICA CORPORATION (And Design)</p> 	1,350,634
SAND CANYON	1,903,569




TRADEMARK	REGISTRATION NO.
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
HYPER PET	5054420




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

TRADEMARK	REGISTRATION NO.
PETLOGIX	
UNO DOG	
BRUNCHIES	
FLATTIES	
BOTTLE BIRD	
ZINGER	
HYPER PET	
DENIM TUFFS	
[HYPER PET LOGO] 	
CHOY	
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


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
R2PPET (And Design) 	17691959 Class 20
R2PPET (And Design) 	17691957 Class 28

TRADEMARK	REGISTRATION NO.
R2PPET (And Design) 	17691958 Class 21
R2PPET (And Design) 	17691960 Class 18
R2PPET (And Design) 	17691959 Class 20

Canada

TRADEMARK	REGISTRATION NO.
POOPIKS	TMA645662
PET THREADS (And Design) 	TMA406637
PEEPEES-N-MORE	TMA646218
PAW TECTORS (And Design)	TMA398930

TRADEMARK	REGISTRATION NO.
<p data-bbox="215 262 524 310">PAW♥TECTORS</p>	
<p data-bbox="186 447 383 478">MY BLANKIE!</p>	<p data-bbox="1045 447 1203 478">TMA655196</p>
<p data-bbox="186 514 386 546">[DOG DESIGN]</p> 	<p data-bbox="1045 514 1203 546">TMA390256</p>
<p data-bbox="186 945 459 976">WEEWEES-N-MORE</p>	<p data-bbox="1045 945 1203 976">TMA646120</p>
<p data-bbox="186 1010 461 1041">WEATHER MASTER</p>	<p data-bbox="1045 1010 1203 1041">TMA386005</p>
<p data-bbox="186 1050 315 1081">POOPIKS</p>	<p data-bbox="1045 1075 1203 1106">TMA645662</p>
<p data-bbox="186 1144 553 1176">PET THREADS (And Design)</p> 	<p data-bbox="1045 1144 1203 1176">TMA406637</p>

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

EASTV162681475.2

RECORDED: 03/28/2019

**TRADEMARK
REEL: 006602 FRAME: 0882**