

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM516357

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:	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: 70			
Property Type	Number	Word Mark	
Serial Number:	88284426	COSMIC PET	
Serial Number:	88167813	COMFORT FEEDER	

CH \$1765.00 88284426

Property Type	Number	Word Mark
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
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

Property Type	Number	Word Mark
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
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

TRADEMARK

REEL: 006602 FRAME: 0893

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: 7 source=centerfield-ourpets security interest in trademarks 3.14.19#page1.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page2.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page3.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page4.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page5.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page6.tif source=centerfield-ourpets security interest in trademarks 3.14.19#page7.tif	

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

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


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

[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN
TRADEMARKS]

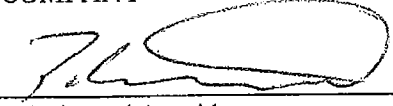
IN WITNESS WHEREOF, each Grantor has caused this Acknowledgment to be duly
executed by its officer thereunto duly authorized as of the date first written above.

GRANTOR:

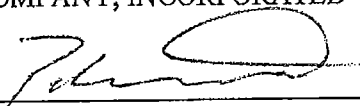
OURPET'S COMPANY

By: 
Peter Haabestad, President

VIRTU COMPANY

By: 
Peter Haabestad, President


SMP COMPANY, INCORPORATED


By: 
Peter Haabestad, President



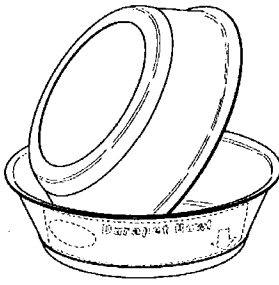
SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

United States



Mark	Reg. No.	App. No.	Owner	Recorded Owner
COMFORT FEEDER		88167813		OurPet's Company
COSMIC PET	88284426			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
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

Mark	Reg. No.	App. No.	Owner	Recorded Owner
				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
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
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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	77882096	OurPet's Company
LOLDOG	3799457	77862677	OurPet's Company
PET ZONE	3884891	77828483	OurPet's Company
EAT!	3788667	77778198	OurPet's Company
RUFFY	3791385	77751846	OurPet's Company
CLIPNOSIS	3732417	77567893	OurPet's Company
[2 BOWLS TRADE DRESS]			OurPet's Company
	3801530	77283005	
DURAPET	3543349	77457943	OurPet's Company
STORE-N-FEED	3443382	76674278	OurPet's Company
SMARTSCOOP	3325403	76667096	OurPet's Company
ECOPURE NATURALS	3288544	76661585	OurPet's Company
FLAPPY	3509102	76668632	OurPet's Company


MOUSE-N-CHEESE	2688515	76401754	OurPet's Company
SPEED-E-DRINK	2664532	76320695	OurPet's Company
SPEED-E-TREAT	2792219	76320679	OurPet's Company
OURPET'S	2577849	76174064	OurPet's Company
PLAY-N-SQUEAK	2498759	75666216	OurPet's Company

PET ZONE (And Design) 	2321259	75627261	OurPet's Company
PLAY-N-TREAT	2226341	75479589	OurPet's Company
PET ZONE (And Design) 	2179371	75199481	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
 FLOPPPOSITES
 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