

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519547

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WILMINGTON TRUST, NATIONAL ASSOCIATION (as successor agent to CITIBANK, N.A.)		04/17/2019	NATIONAL ASSOCIATION:

RECEIVING PARTY DATA

Name:	CHEWY, INC.
Street Address:	1855 Griffin Road, Suite B-428
City:	Dania Beach
State/Country:	FLORIDA
Postal Code:	33004
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	5042997	AMERICAN JOURNEY QUALITY PET GOODS MADE
Registration Number:	5042993	FRISCO.
Registration Number:	5042991	FARM-TO-CART
Registration Number:	5028009	CHEWY
Registration Number:	4446903	CHEWY.COM WHERE PET LOVERS SHOP
Registration Number:	4346308	CHEWY.COM
Registration Number:	4099126	DRIVEN BY PET HAPPINESS
Registration Number:	4098771	DELIVERING PET HAPPINESS
Registration Number:	4085229	MR. CHEWY
Serial Number:	87410315	MADE FOR ALL ADVENTURES AMERICAN JOURNEY
Serial Number:	87410303	MADE FOR ALL ADVENTURES AMERICAN JOURNEY
Serial Number:	87410295	AMERICAN JOURNEY
Serial Number:	87335503	MIKO
Serial Number:	87271181	ALLPAWS
Serial Number:	87226850	FRISCO
Serial Number:	87210084	TYLEE'S
Serial Number:	87176609	TYLEE'S TABLE

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Property Type	Number	Word Mark
Serial Number:	87091576	AMERICAN JOURNEY
Serial Number:	87091568	FRISCO.
Serial Number:	86593648	FRISCO.
Serial Number:	86576114	AMERICAN JOURNEY QUALITY PET GOODS MADE
Serial Number:	86576100	FARM-TO-CART

CORRESPONDENCE DATA

Fax Number: 2124464900

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: susan.zablocki@kirkland.com

Correspondent Name: SUSAN ZABLOCKI

Address Line 1: KIRKLAND & ELLIS LLP

Address Line 2: 601 LEXINGTON AVENUE

Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	44694-1
NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	04/17/2019

Total Attachments: 4

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**TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK
COLLATERAL**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (this “Release”) is made as of April 17, 2019 (“Effective Date”), by **WILMINGTON TRUST, NATIONAL ASSOCIATION** (as successor agent to **CITIBANK, N.A.**) (“Wilmington Trust”), in its capacity as collateral agent (together with its successors and permitted assigns in such capacity, the “Collateral Agent”), in favor of Chewy, Inc., a Delaware corporation (the “Grantor”).

WHEREAS, reference is made to that certain Credit Agreement, dated as of March 11, 2015 (as amended, restated, supplemented, or otherwise modified from time to time, including that certain Amendment No. 3, dated as of April 17, 2019, the “Credit Agreement”), by and among, *inter alia*, PetSmart, Inc., a Delaware corporation (the “Borrower”), Argos Holdings Inc., a Delaware corporation (“Holdings”), the other guarantors from time to time party thereto, Wilmington Trust, as Administrative Agent and Collateral Agent, and the lenders from time to time party thereto (collectively, the “Lenders” and individually, a “Lender”);

WHEREAS, that certain Trademark Security Agreement, dated as of May 31, 2017, was recorded with the United States Patent and Trademark Office (the “USPTO”) on June 2, 2017 at Reel 6075, Frame 0793 (as may be amended, restated, supplemented, or otherwise modified and in effect from time to time, the “Trademark Security Agreement”);

WHEREAS, pursuant to that certain Notice of Assignment of Security Interest in Trademarks, dated as of August 16, 2018, which was recorded with the USPTO on August 17, 2018, at Reel 6416, Frame 0767, Wilmington Trust, as Collateral Agent, succeeded to the interests of Citibank, N.A., as predecessor collateral agent; and

WHEREAS, at the request of, and in reliance upon representations and warranties of, the Borrower, pursuant to Section 9.14 of the Credit Agreement, the Collateral Agent is required to terminate and release its security interest in certain of the Trademark Collateral listed on **Schedule 1** hereto (the “Released Trademark Collateral”).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby covenants and agrees as follows:

1. Without recourse, representation or warranty of any kind or nature, the Collateral Agent hereby immediately, automatically and irrevocably terminates, releases, and discharges its security interest in the Released Trademark Collateral, granted pursuant to the Trademark Security Agreement, and reassigns to Grantor all right, title, and interest of the Collateral Agent in the Released Trademark Collateral pursuant to the Trademark Security Agreement, and all proceeds thereof, including, without limitation, any and all causes of action which any exist by reason of infringement of the Released Trademark Collateral.


2. The Collateral Agent hereby irrevocably authorizes the recordation of this Release with the USPTO.

3. This Release and the rights and obligations of the parties hereunder shall be governed by, shall be construed and enforced in accordance with, the laws of the State of New York.

[Signature page follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as the Collateral Agent

By: 
Name: Jeffrey Reese
Title: Vice President

SCHEDULE I

Released Trademark Collateral

Trademark	Owner	Reg. No./App. No.
ALLPAWS	Chewy, Inc.	87/271181
FARM-TO-CART FARM-TO-CART	Chewy, Inc.	5042991
FRISCO. frisco.	Chewy, Inc.	5042993
AMERICAN JOURNEY QUALITY PET GOODS MADE IN THE USA 	Chewy, Inc.	5042997
CHEWY.COM	Chewy, Inc.	4346308
MR. CHEWY	Chewy, Inc.	4085229
DELIVERING PET HAPPINESS	Chewy, Inc.	4098771
DRIVEN BY PET HAPPINESS	Chewy, Inc.	4099126
CHEWY.COM WHERE PET LOVERS SHOP 	Chewy, Inc.	4446903
CHEWY	Chewy, Inc.	5028009
FRISCO. frisco.	Chewy, Inc.	87/091568
AMERICAN JOURNEY	Chewy, Inc.	87/091576
AMERICAN JOURNEY	Chewy, Inc.	87/410295

Trademark	Owner	Reg. No./App. No.
TYLEE'S TABLE	Chewy, Inc.	87/176609
TYLEE'S	Chewy, Inc.	87/210084
FRISCO	Chewy, Inc.	87/226850
MIKO	Chewy, Inc.	87/335503
FARM-TO-CART FARM-TO-CART	Chewy, Inc.	86/576100
AMERICAN JOURNEY QUALITY PET GOODS MADE IN THE USA 	Chewy, Inc.	86/576114
MADE FOR ALL ADVENTURES AMERICAN JOURNEY	Chewy, Inc.	87/410303
MADE FOR ALL ADVENTURES AMERICAN JOURNEY	Chewy, Inc.	87/410315
FRISCO. frisco.	Chewy, Inc.	86/593648