

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528443

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Acknowledgment of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pet Fusion LLC		05/29/2019	Limited Liability Company: NEW JERSEY
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		
Name:	United Insurance of America		
Street Address:	10 West Market Street		
Internal Address:	3030 Market Tower		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	Corporation: ILLINOIS		
TRADEMARK			

CH \$240.00 88328336

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	88328336	BETTERBOX
Registration Number:	4337628	PET FUSION YOUR WORLD WITH YOUR PET'S.
Registration Number:	4298291	SMARTGRIP
Registration Number:	4528925	PET FUSION YOUR WORLD WITH YOUR PET'S
Registration Number:	5183058	
Registration Number:	5406795	PETFUSION
Registration Number:	5680688	AMBUSH INTERACTIVE
Registration Number:	5680689	AMBUSH
Registration Number:	5661460	RECLAIM YOUR BED

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: 06/19/2019

Total Attachments: 5

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ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

May 29, 2019

WHEREAS, Pet Fusion LLC, a New Jersey limited liability company (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"), United Insurance of America, an Illinois corporation ("United") and Centerfield Capital Partners III, L.P., a Delaware limited partnership ("Centerfield III" or "Agent" and together with CCP III, CCP SBIC and United, the "Purchasers"), the Grantor has joined that certain Guaranty and Collateral Agreement (as supplemented by that certain Joinder to Guaranty and Collateral Agreement dated as of March 14, 2019 by OurPet's Company, a Colorado corporation, Virtu Company, an Ohio corporation, and SMP Company, Incorporated, an Ohio corporation and 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, Cosmic Pet LLC (f/k/a Hyper Pet LLC), a Delaware limited liability company, and Cosmic Pet Brands LLC (f/k/a 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 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 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]**

IN WITNESS WHEREOF, and intending to be legally bound, the Grantor has caused this Acknowledgment to be duly executed by its officer thereunto duly authorized as of the date first written above as a document under seal.

GRANTOR:

PET FUSION LLC

By:  (SEAL)

Name: Peter Haabestad


Title: President

[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 006673 FRAME: 0974

SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

United States

Mark	Reg. No.	Serial. No.	Recorded Owner
BETTERBOX	Pending	88328336	Pet Fusion LLC
BETTERBIN	Pending	88328123	Pet Fusion LLC
PET FUSION YOUR WORLD WITH YOUR PET'S (And Design)	4337628	<u>85677995</u>	Pet Fusion LLC
SMARTGRIP	4298291	85706817	Pet Fusion LLC
PET FUSION YOUR WORLD WITH YOUR PET'S	4528925	86058571	Pet Fusion LLC
[DOG & CAT LOGO] 	5183058	86920209	Pet Fusion LLC
PETFUSION	5406795	87542315	Pet Fusion LLC
AMBUSH INTERACTIVE	5680688	88077989	Pet Fusion LLC
AMBUSH	5680689	88077992	Pet Fusion LLC
RECLAIM YOUR BED	5661460	88002623	Pet Fusion LLC

Canada


Mark	Reg. No.	App. No.	Recorded Owner
PET FUSION YOUR WORLD WITH YOUR PET'S	TMA929207	1700205	Pert Fusion LLC
PETFUSION	Pending	1859171	Pet Fusion LLC

China

Mark	Reg. No.	App. No.	Recorded Owner
PETFUSION (Class 24)	Pending	29012100	Pet Fusion LLC
PETFUSION (Class 20)	Pending	29005210	Pet Fusion LLC
PETFUSION (Class 27)	Pending	28998597	Pet Fusion LLC
PETFUSION (Class 21)	Pending	29007814	Pet Fusion LLC
PETFUSION (And Design) (Class 21)	Pending	28155831	Pet Fusion LLC

Europe

Mark	Reg. No.	App. No.	Recorded Owner
PET FUSION YOUR WORLD WITH YOUR PET'S	CTM 013425038	013425038	Pet Fusion LLC
[DOG & CAT LOGO]	CTM 015151947	015151947	Pet Fusion LLC

Mark	Reg. No.	App. No.	Recorded Owner
			
PETFUSION	CTM 017278177	017278177	Pet Fusion LLC

Common Law Trademarks

TOUGHGRIP	027: Pet litter pan floor mats (01-19-2016)
BETTERBOX	021: Animal litter boxes (11-02-2016)
QUICKSCOOP	021: Animal litter scoop (01-28-2017)
SINGLEPOD	021: Pet feeding and drinking bowls (07-30-2016)
SERENITYLOUNGE	020: Beds for household pets (07-23-2016)
MODESTCAT	021: Animal litter box privacy screen (09-15-2017)