

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM588473

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	PARTIAL RELEASE OF TERM LOAN SECURITY INTEREST IN TRADEMARKS AT R/F 5723/0799		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank N.A., as Agent		07/24/2020	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Petco Wellness, LLC		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4590533	ALGAE DROPS	
Registration Number:	3149105	ARRIVE ALIVE, STAY ALIVE	
Registration Number:	3154094	COLLECTOR'S CORNER	
Registration Number:	3154091	DIVER'S DEN	
Registration Number:	2832011	FLYING FISH EXPRESS	
Registration Number:	2683523	LIVE AQUARIA	
Registration Number:	3089891	PHOSPURE	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
<i>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.</i>			
Phone:	2129061209		
Email:	JESSICA.BAJADA-SILVA@LW.COM		
Correspondent Name:	LATHAM & WATKINS LLP, C/O JESSICA BAJADA		
Address Line 1:	885 THIRD AVE		
Address Line 4:	NEW YORK, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	049133-0297		
NAME OF SUBMITTER:	Jessica Bajada-Silva		

OP \$190.00 4590533

SIGNATURE:	/s/ Jessica Bajada-Silva
DATE SIGNED:	07/24/2020
Total Attachments: 3 source=July 2020 Partial Trademark Release to Petco Wellness (Term Loan) (Executed)(117064919.1)#page1.tif source=July 2020 Partial Trademark Release to Petco Wellness (Term Loan) (Executed)(117064919.1)#page2.tif source=July 2020 Partial Trademark Release to Petco Wellness (Term Loan) (Executed)(117064919.1)#page3.tif	

PARTIAL RELEASE OF TERM LOAN SECURITY INTEREST IN TRADEMARKS

This PARTIAL RELEASE OF TERM LOAN SECURITY INTEREST IN TRADEMARKS (this “Release”) is dated as of July 24, 2020, is made by Citibank, N.A.. in its capacity as administrative agent and collateral agent (in such capacity, the “Collateral Agent”) in favor of Petco Wellness, LLC, a Delaware limited liability company with an office at 10850 Via Frontera, San Diego, CA 92127 (“Petco Wellness”). Capitalized terms not defined herein shall have the meaning ascribed to them, directly or by reference, in the Trademark Security Agreement (as defined below).

WHEREAS, the Grantors (including Petco Wellness) are party to that certain Term Loan Guarantee and Collateral Agreement, dated as of January 26, 2016 (as may have been amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Collateral Agent;

WHEREAS, pursuant to the Security Agreement, the Grantors (including Petco Wellness) executed and delivered that certain Trademark Security Agreement, dated January 26, 2016 in favor of the Collateral Agent (the “Trademark Security Agreement”), which was recorded in the United States Patent and Trademark Office on February 3, 2016 at Reel/Frame 5723/0799;

WHEREAS, pursuant to the Security Agreement and the Trademark Security Agreement, each Grantor pledged and granted to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in or to the Trademark Collateral;

WHEREAS, the Trademark Collateral included the Trademarks listed on Schedule 1 hereto, all renewals thereof, all goodwill associated therewith or symbolized thereby, all claims for, and rights to sue for, past or future infringements of any of the foregoing, and all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof (the “Released Trademark Collateral”), and Petco Wellness has requested that the Collateral Agent now terminate and release its Security Interest in the Released Trademark Collateral;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Collateral Agent hereby terminates and releases the Security Interest in the Released Trademark Collateral which had been pledged and granted to it by Petco Wellness pursuant to the Security Agreement and the Trademark Security Agreement, without recourse to, or representation or warranty by, the Collateral Agent. For the avoidance of doubt, except as expressly set forth above, nothing herein shall affect the Security Interest held by the Collateral Agent in the Trademark Collateral, or any other security interest pledged or granted by Petco Wellness or the other Grantors to the Collateral Agent.

Petco Wellness (and any successor to Petco Wellness, including any person or entity hereafter holding any right, title or interest in and to the Released Trademark Collateral) is hereby authorized to record this Release with the United States Patent and Trademark Office, at Petco Wellness’ sole cost and expense.

[Signature Page Follows]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

CITIBANK, N.A.,
as Collateral Agent

By: 
Name: Michael V. Moore
Title: Vice President & Director

[Signature Page to Partial Release of Term Loan Security Interest in Trademarks]

TRADEMARK
REEL: 007007 FRAME: 0885

Schedule 1

RELEASED TRADEMARKS

Mark	Country	Class	Status	App. No.	Reg. No.	App. Date	Reg. Date
ALERE DRUMPS	United States of America	31	Registered	86/157181	4590533	01/03/2014	08/19/2014
ARRIVE ALIVE STAY ALIVE	United States of America	36	Registered	76/906882	3188105	09/20/2003	09/26/2006
COLLECTOR'S CORNER	United States of America	35	Registered	78/780689	3154094	11/23/2005	10/30/2006
DOVE'S DEN	United States of America	35	Registered	78/760670	3154091	11/23/2005	10/30/2006
FLYING FISH EXPRESS	United States of America	35	Registered	78/225365	2832031	09/13/2005	04/13/2004
LOVE MARIJUA	United States of America	35	Registered	76/606831	2683522	05/08/2002	02/08/2003
SHEEPURE	United States of America	31	Registered	78/614258	3088891	04/21/2005	05/09/2006