

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM592306

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ANIMAL SUPPLY COMPANY LLC		08/14/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	TCW ASSET MANAGEMENT COMPANY LLC		
Street Address:	200 CLARENDON STREET		
Internal Address:	51ST FLOOR		
City:	BOSTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 42			
Property Type	Number	Word Mark	
Registration Number:	3774094	ANIMAL FOOD WAREHOUSE	
Serial Number:	88478744	ANIMAL SUPPLY CO.	
Registration Number:	4803272	ANIMAL SUPPLY CO. DELIVERING SUCCESS	
Registration Number:	5965579	ANIMAL SUPPLY CO.	
Serial Number:	88330446	ANIMAL SUPPLY CONNECT	
Registration Number:	4618107	BASIL & BAXTER'S BAKERY	
Registration Number:	4618108	BASIL & BAXTER'S BAKERY B & B	
Registration Number:	4870471	DELIVERING SUCCESS	
Registration Number:	4430004	ESSENTIAL DELIGHTS	
Registration Number:	4794910	INTEGRITY	
Registration Number:	4000408	INTEGRITY	
Registration Number:	3915390	INTEGRITY	
Registration Number:	4987393	INTEGRITY NATURAL CAT LITTER	
Registration Number:	4455958	INTEGRITY NATURAL CAT LITTER	
Registration Number:	4455959	INTEGRITY NATURAL CAT LITTER	
Registration Number:	5779699	INTEGRITY PET PRODUCTS	
Registration Number:	4614615	IT HAPPENS	
Registration Number:	4872010	LOCAL EVERYWHERE	
TRADEMARK			

CH \$1065.00 3774094

Property Type	Number	Word Mark
Registration Number:	3273808	NATURE'S CAFE
Registration Number:	4988054	NATURE'S CAFÉ CHICKEN ESSENTIALS
Registration Number:	4988053	NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMA
Registration Number:	4988055	NATURE'S CAFÉ WILD BIRD ESSENTIALS
Registration Number:	4766783	NEIGHBORHOOD PET PRODUCTS
Serial Number:	88478772	NEIGHBORHOOD PET PRODUCTS
Registration Number:	5891471	NEIGHBORHOOD PET PRODUCTS
Registration Number:	3710719	PET SUPPLY LINK
Registration Number:	6054088	PETCREST
Registration Number:	6054090	PETCREST
Registration Number:	6054087	PETCREST
Registration Number:	6054106	PETCREST
Registration Number:	6054086	PETCREST
Registration Number:	6054010	PETCREST
Registration Number:	6054011	PETCREST
Registration Number:	6054012	PETCREST
Registration Number:	6054015	PETCREST
Registration Number:	6054014	PETCREST
Registration Number:	4987395	EST. 1987 PETZOO ALASKA
Registration Number:	4987391	ROGUE RIVER NATURALS
Registration Number:	4694183	ROGUE RIVER NATURALS
Registration Number:	4489406	SIMPLY FRESH
Registration Number:	4823054	SIMPLY FRESH
Registration Number:	4351623	SUPPORTING NEIGHBORHOOD PET RETAILERS

CORRESPONDENCE DATA

Fax Number: 3105572193

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: 310-557-2900

Email: klathrop@proskauer.com

Correspondent Name: PROSKAUER ROSE LLP

Address Line 1: 2029 CENTURY PARK EAST, SUITE 2400

Address Line 2: C/O KIMBERLEY A. LATHROP

Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	47245.005
NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	08/17/2020

Total Attachments: 12

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TRADEMARK SECURITY AGREEMENT

WHEREAS, Animal Supply Company LLC (the "Grantor") holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated as of August 14, 2020 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of TCW Asset Management Company LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement) 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 (other than any intent-to-use United States trademark applications for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, or if filed, has not been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office, provided that upon such filing and acceptance, such intent-to-use applications shall be included in the definition of Collateral) and registrations thereof, and all proceeds thereof, including, without limitation, 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 Security Agreement);

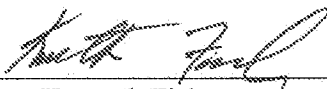
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee for the benefit of the Grantee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Agent pursuant to or in connection with this Trademark Security Agreement (this "TSA"), the terms of this TSA, and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and this TSA, the terms of the Intercreditor Agreement shall control.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of August 14, 2020.

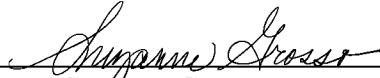
ANIMAL SUPPLY COMPANY LLC

By: 
Name: Kenneth Fish
Title: Chief Financial Officer

Trademark Security Agreement



ACKNOWLEDGED:




TCW ASSET MANAGEMENT COMPANY LLC,
as Grantee



By: 
Name: Suzanne Grosso
Title: Managing Director

SCHEDULE A TO TSA


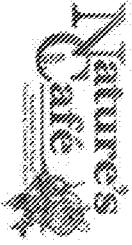
Trademarks and Trademark Applications
Owned by Animal Supply Company LLC

Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
ANIMAL FOOD WAREHOUSE Logo	UNITED STATES	035	REGISTERED	02/13/2009	77670617	04/13/2010	3774094	Animal Supply Company LLC
								
ANIMAL SUPPLY CO.	WASHINGTON	035	REGISTERED	05/11/2009	n/a	05/11/2009	53327	Animal Supply Company LLC
ANIMAL SUPPLY CO.	WASHINGTON	035	REGISTERED	05/31/2019	1079620	05/31/2019	1079620	Animal Supply Company LLC
ANIMAL SUPPLY CO. (Stylized)	UNITED STATES	035	PENDING	06/18/2019	88478744	N/A	N/A	Animal Supply Company LLC
								

Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
ANIMAL SUPPLY CO. DELIVERING SUCCESS Logo 	CANADA	000	REGISTERED	03/20/2015	1,720,277	08/20/2018	TMA1003,200	Animal Supply Company LLC
ANIMAL SUPPLY CO. DELIVERING SUCCESS Logo 	MEXICO	035	REGISTERED	03/23/2015	1591319	10/02/2015	1576992	Animal Supply Company LLC
ANIMAL SUPPLY CO. DELIVERING SUCCESS Logo 	UNITED STATES	035	REGISTERED	01/14/2015	86503695	09/01/2015	4803272	Animal Supply Company LLC




Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
	UNITED STATES	009	REGISTERED	06/18/2019	88478763	01/21/2020	5965579	Animal Supply Company LLC
ANIMAL SUPPLY CONNECT	UNITED STATES	035	PUBLISHED	03/07/2019	88330446	N/A	N/A	Animal Supply Company LLC
BASIL & BAXTERS BAKERY	UNITED STATES	031	REGISTERED	12/25/2012	85810216	10/07/2014	4618107	Animal Supply Company LLC
BASIL & BAXTERS BAKERY Logo	UNITED STATES	031	REGISTERED	12/25/2012	85810218	10/07/2014	4618108	Animal Supply Company LLC
								
DELIVERING SUCCESS	CANADA	035	REGISTERED	08/04/2015	1,740,308	12/05/2018	TMAL,010,496	Animal Supply Company LLC
DELIVERING SUCCESS	MEXICO	035	REGISTERED	08/07/2015	1642748	09/28/2015	1575711	Animal Supply Company LLC
DELIVERING SUCCESS	UNITED STATES	035	REGISTERED	05/07/2015	86622824	12/15/2015	4870471	Animal Supply Company LLC
ESSENTIAL DELIGHTS	UNITED STATES	031	REGISTERED	01/04/2013	85815524	11/05/2013	4430004	Animal Supply Company LLC



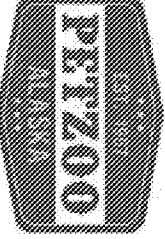
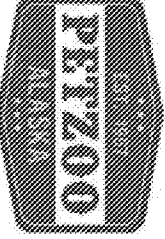
Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
INTEGRITY	CANADA	000	REGISTERED	03/20/2015	1,720,276	11/05/2018	TMA1,008,211	Animal Supply Company LLC
INTEGRITY	MEXICO	003	REGISTERED	03/23/2015	1591321	06/25/2015	1550470	Animal Supply Company LLC
INTEGRITY	MEXICO	031	REGISTERED	03/23/2015	1591320	06/25/2015	1550469	Animal Supply Company LLC
INTEGRITY	UNITED STATES	003	REGISTERED	01/14/2015	86503682	08/18/2015	4794910	Animal Supply Company LLC
INTEGRITY	UNITED STATES	031	REGISTERED	10/13/2006	77980289	07/26/2011	4000408	Animal Supply Company LLC
INTEGRITY	UNITED STATES	031	REGISTERED	10/13/2006	77021220	02/08/2011	3915390	Animal Supply Company LLC
INTEGRITY NATURAL CAT LITTER	UNITED STATES	031	REGISTERED	10/09/2015	86784030	06/28/2016	4987393	Animal Supply Company LLC
INTEGRITY NATURAL CAT LITTER Logo (B&W)	UNITED STATES	031	REGISTERED	07/09/2012	85671594	12/24/2013	4455958	Animal Supply Company LLC
INTEGRITY NATURAL CAT LITTER Logo (Color)	UNITED STATES	031	REGISTERED	07/09/2012	85671601	12/24/2013	4455959	Animal Supply Company LLC

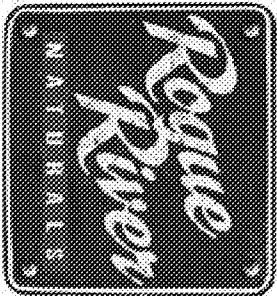
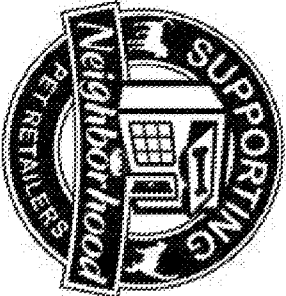
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INTEGRITY PET PRODUCTS	UNITED STATES	031	REGISTERED	10/23/2018	88166195	06/18/2019	5779699	Animal Supply Company LLC
IT HAPPENS	UNITED STATES	016	REGISTERED	05/06/2013	85923791	09/30/2014	4614615	Animal Supply Company LLC
LOCAL EVERYWHERE	CANADA	000	REGISTERED	09/08/2015	1,744,918	08/20/2018	TMA1003,205	Animal Supply Company LLC
LOCAL EVERYWHERE	MEXICO	035	REGISTERED	09/08/2015	1654722	11/24/2015	1592442	Animal Supply Company LLC
LOCAL EVERYWHERE	UNITED STATES	035	REGISTERED	03/09/2015	86557616	12/15/2015	4872010	Animal Supply Company LLC
NATURE'S CAFE	UNITED STATES	031	REGISTERED	10/13/2006	77021225	08/07/2007	3273808	Animal Supply Company LLC
NATURE'S CAFE CHICKEN ESSENTIALS Logo	UNITED STATES	031	REGISTERED	10/21/2015	86795288	06/28/2016	4988054	Animal Supply Company LLC
								
NATURE'S CAFE ESSENTIALS FOR SMALL ANIMALS AND DOMESTIC BIRDS Logo	UNITED STATES	031	REGISTERED	10/21/2015	86795282	06/28/2016	4988053	Animal Supply Company LLC
								



Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
NATURES CAFE WILD BIRD ESSENTIALS Logo	UNITED STATES	031	REGISTERED	10/21/2015	86795289	06/28/2016	4988055	Animal Supply Company LLC
NEIGHBORHOOD PET PRODUCTS	UNITED STATES	031	REGISTERED	03/13/2013	85983381	07/07/2015	4766783	Animal Supply Company LLC
NEIGHBORHOOD PET PRODUCTS	UNITED STATES	006, 018, 020	ALLOWED	06/18/2019	88478772	N/A	N/A	Animal Supply Company LLC
NEIGHBORHOOD PET PRODUCTS	UNITED STATES	016, 021, 031	REGISTERED	05/07/2015	86622749	10/22/2019	5891471	Animal Supply Company LLC
PET SUPPLY LINK	UNITED STATES	035	REGISTERED	04/03/2009	77706276	11/10/2009	3710719	Animal Supply Company LLC
PETCREST	UNITED STATES	016	REGISTERED	08/31/2018	88100537	5/12/2020	6054088	Animal Supply Company LLC
PETCREST	UNITED STATES	018	REGISTERED	08/31/2018	88101542	5/12/2020	6054090	Animal Supply Company LLC
PETCREST	UNITED STATES	020	REGISTERED	08/31/2018	88100530	5/12/2020	6054087	Animal Supply Company LLC
PETCREST	UNITED STATES	021	REGISTERED	09/10/2018	88111365	5/12/2020	6054106	Animal Supply Company LLC
PETCREST	UNITED STATES	028	REGISTERED	08/31/2018	88100506	5/12/2020	6054086	Animal Supply Company LLC

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 PETCREST Logo	UNITED STATES	016	REGISTERED	07/31/2018	88060269	5/12/2020 N/A	6054010	Animal Supply Company LLC
 PETCREST Logo	UNITED STATES	018	REGISTERED	08/01/2018	88060958	5/12/2020 N/A	6054011	Animal Supply Company LLC
 PETCREST Logo	UNITED STATES	020	REGISTERED	08/01/2018	88061142	5/12/2020 N/A	6054012	Animal Supply Company LLC

Mark With Image	Jurisdiction	Classes	Status	App. Date	App. No.	Reg. Date	Reg. No.	Owner
 PETCREST Logo	UNITED STATES	021	REGISTERED	08/01/2018	88061667	5/12/2020 N/A	6054015	Animal Supply Company LLC
 PETCREST Logo	UNITED STATES	028	REGISTERED	08/01/2018	88061646	5/12/2020 N/A	6054014	Animal Supply Company LLC
 PETZOO ALASKA EST. 1987 Logo	UNITED STATES	035	REGISTERED	10/09/2015	86784040	06/28/2016	4987395	Animal Supply Company LLC
 ROGUE RIVER NATURALS	UNITED STATES	031	REGISTERED	10/09/2015	86784026	06/28/2016	4987391	Animal Supply Company LLC

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 ROGUE RIVER NATURALS Logo	UNITED STATES	031	REGISTERED	09/24/2013	86073449	03/03/2015	4694183	Animal Supply Company LLC
SIMPLY FRESH	UNITED STATES	031	REGISTERED	11/13/2012	85778210	02/25/2014	4489406	Animal Supply Company LLC
SIMPLY FRESH	UNITED STATES	018, 031	REGISTERED	03/27/2014	86234535	09/29/2015	4823054	Animal Supply Company LLC
SUPPORTING NEIGHBORHOOD PET RETAILERS	UNITED STATES	031	REGISTERED	08/06/2012	85696148	06/11/2013	4351623	Animal Supply Company LLC
 SUPPORTING Neighborhood PET RETAILERS								