

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM342726

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Worldwise, Inc.		05/27/2015	CORPORATION: CALIFORNIA
Quaker Pet Group, Inc.		05/27/2015	CORPORATION: DELAWARE
Quaker Dog, LLC		05/27/2015	LIMITED LIABILITY COMPANY: DELAWARE
QPG Sherpa, LLC		05/27/2015	LIMITED LIABILITY COMPANY: DELAWARE
QPG Blake Street, LLC		05/27/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Salus Capital Partners, LLC
Street Address:	197 First Avenue
Internal Address:	Suite 250
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	4740564	LOCO LASER
Serial Number:	86334822	FEATHER WHIRL
Registration Number:	4725440	WILD THING
Registration Number:	4725441	PURE COMMOTION
Serial Number:	86337441	MYSTERY MOTION
Registration Number:	4725442	HOT PURSUIT
Registration Number:	4725450	STERLING
Serial Number:	86385585	ECO ADVANTAGES
Registration Number:	4725457	PRIZE
Registration Number:	4672827	SAFETY SUITE
Registration Number:	4251485	SUPERCAT

OP \$1090.00 4740564

Property Type	Number	Word Mark
Registration Number:	4251484	SUPERCAT
Registration Number:	4296346	UNIMALS
Registration Number:	3995297	HEAR DOGGY
Registration Number:	3528562	SAVE MY PLANET
Registration Number:	3528561	SAVE MY PLANET
Registration Number:	3528560	SAVE MY PLANET
Registration Number:	3661346	PET NEW YORK
Registration Number:	2750914	
Registration Number:	4498335	CAT'S CLUB
Registration Number:	4191316	CHEW TUFF TECHNOLOGY
Registration Number:	4191314	CHEW TUFF
Registration Number:	4296024	SILVER TAILS
Registration Number:	2794845	BOTTOM'S UP LEASH
Registration Number:	2852906	CLOAK & DAWGGIE
Registration Number:	2607001	NEW YORK DOG
Registration Number:	2568675	NEW YORK DOG
Registration Number:	3864203	FOX & HOUNDS
Registration Number:	3774359	GUARANTEED ON-BOARD
Registration Number:	3802160	GUARANTEED ON-BOARD
Registration Number:	3774358	GUARANTEED ON-BOARD
Registration Number:	3774357	GUARANTEED ON-BOARD
Registration Number:	3774356	GUARANTEED ON-BOARD
Registration Number:	3774355	GUARANTEED ON-BOARD
Registration Number:	3774354	GUARANTEED ON-BOARD
Registration Number:	3774353	GUARANTEED ON-BOARD
Registration Number:	3783695	FIRST TO FLY
Registration Number:	3780421	FIRST TO FLY
Registration Number:	3743501	GUARANTEED ON BOARD
Registration Number:	3774345	GUARANTEED ON BOARD
Registration Number:	3836543	GODOG TOUGH FOR FUN
Registration Number:	3836542	GODOG
Registration Number:	3509601	CHEW GUARD TECHNOLOGY

CORRESPONDENCE DATA

Fax Number: 6172484000

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: 617-248-5000

Email: tadmin@choate.com

Correspondent Name: Elizabeth A. Walker
Address Line 1: Two International Place
Address Line 2: Choate, Hall & Stewart LLP
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 2010280.0035

NAME OF SUBMITTER: Elizabeth A. Walker

SIGNATURE: /Elizabeth A. Walker/

DATE SIGNED: 05/28/2015

Total Attachments: 8

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GRANT OF SECURITY INTEREST IN TRADEMARKS

May 27, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the entities listed on Schedule A, each with its principal office as reflected on such Schedule (collectively, the “Grantors”), hereby grant to SALUS CAPITAL PARTNERS, LLC, a Delaware limited liability company with its principal office at 197 First Avenue, Suite 250, Needham, Massachusetts 02494 (the “Grantee”), a continuing security interest in and lien upon the following (except as such may be considered Excluded Property): (i) all of the Grantors’ right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications set forth on Schedule B attached hereto (the “Marks”), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of January 15, 2014 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTORS:

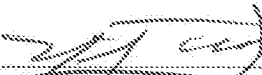
WORLDWISE, INC.

By: 
Name: Michael Trott
Title: Chief Financial Officer and Secretary

QUAKER PET GROUP, INC.

By: 
Name: Michael Trott
Title: Chief Financial Officer and Secretary

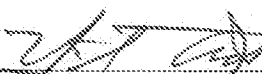
QUAKER DOG, LLC

By: 
Name: Michael Trott
Title: Authorized Person

QPG SHERPA, LLC

By: 
Name: Michael Trott
Title: Authorized Person


QPG BLAKE STREET, LLC


By: 
Name: Michael Trott
Title: Authorized Person

[Signature Page to Grant of Security Interest in Trademarks]

GRANTEE:

SALUS CAPITAL PARTNERS, LLC

By: 
Name: Kyle C. Shonak
Title: Co-President

By: 
Name: Christopher D. O'Connor
Title: Co-President

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005524 FRAME: 0946


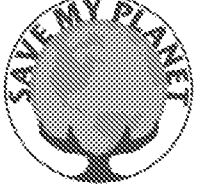
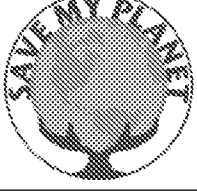


SCHEDULE A

<u>Name of Grantor</u>	<u>Jurisdiction of Formation/Incorporation of Grantor</u>	<u>Address of Principal Office of Grantor</u>
Worldwise, Inc.	California	160 Mitchell Blvd. San Rafael, CA 94903
Quaker Pet Group, Inc.	Delaware	14 Troy Hills Rd. Whippany, NJ 07981-1528
Quaker Dog, LLC	Delaware	14 Troy Hills Rd. Whippany, NJ 07981-1528
QPG Sherpa, LLC	Delaware	14 Troy Hills Rd. Whippany, NJ 07981-1528
QPG Blake Street, LLC	Delaware	2601 Blake Street Suite 200 Denver CO 80205

SCHEDULE B

Jurisdiction	Mark	Reg. No. / Serial No.	Reg. Date / App. Date	Reg. No.	Reg. Date
United States	SMARTYKAT	86/231,414	03/25/2014		
United States	LOCOLASER	86/244,718	04/07/2014	4740564	05/19/2015
United States	FEATHER WHIRL	86/334,822	07/11/2014		04/21/2015
United States	WILD THING	86/337,393	07/15/2014	4725440	04/21/2015
United States	PURE COMMOTION	86/337,416	07/15/2014	4725441	04/21/2015
United States	LOCO MOTION	86/337,431	07/15/2014		
United States	MYSTERY MOTION	86/337,441	07/15/2014		
United States	HOT PURSUIT	86/337,458	07/15/2014	4725442	04/21/2015
United States	STERLING	86/363,311	08/11/2014	4725450	04/21/2015
United States	ECO ADVANTAGES	86/385,585	09/04/2014		04/21/2015
United States	PRIZE	86/406,487	09/25/2014	4725457	04/21/2015
United States	SUPER SCRATCHER+	86/435,790	10/27/2014		
United States	WISEBOND	86/527,652	02/06/2015		
United States	TRUSTYPUP	86/536,896	02/17/2015		
United States	ROAMING RUNNER	86/570,047	03/19/2015		
United States	ECO ADVANTAGES	86/588,782	04/06/2015		
Canada	SMARTYKAT	1665487	02/26/2014	TMA903615	05/14/2015
Canada	PETLINKS	1665488	02/26/2014		
European Community	PETLINKS	012922464	05/29/2014	012922464	10/15/2014
Australia	PETLINKS	1617437	04/16/2014		
China	PETLINKS	14593881	06/09/2014		
Australia	PETLINKS	1625681	05/30/2014	03/24/2015	1625681
Canada	SMARTYKAT	1695627	09/26/2014		
China	SMARTYKAT	15430572	09/28/2015		
Canada	FEATHER WHIRL	1702605	11/13/2014		
European Community	FEATHER WHIRL	013465661	11/17/2014	013465661	03/03/2015
Mexico	PETLINKS	M1490762	09/01/2014	1473791	07/30/2015

Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	SAFETY SUITE	86108919	11/03/2013	4672827	01/13/2015
United States	SUPERCAT	85513476	01/10/2012	4251485	11/27/2012
United States	SUPERCAT	85513465	01/10/2012	4251484	11/27/2012


Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	UNIMALS	85471010	11/11/2011	4296346	02/26/2013
United States	HEAR DOGGY	85192196	12/07/2010	3995297	07/12/2011
United States		77232656 ¹	07/18/2007	3528562	11/04/2008
United States		77232646 ²	07/18/2007	3528561	11/04/2008
United States		77232635 ³	07/18/2007	3528560	12/04/2008
United States	PET NEW YORK 	77154809	04/12/2007	3661346	07/28/2009
United States		76194505	01/16/2001	2750914	08/12/2003






Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	GODOG	86401770	09/22/2014	n/a	n/a
United States	GODOG	86401765	09/22/2014	n/a	n/a
United States	GODOG	86401754	09/22/2014	n/a	n/a
United States	GODOG	86401744	09/22/2014	n/a	n/a
United States	GODOG	86401736	09/22/2014	n/a	n/a
United States	GODOG	86401716	09/22/2014	n/a	n/a
United States	GODOG	86401690	09/22/2014	n/a	n/a
United States	CAT'S CLUB	85011704	04/12/2010	4498335	03/18/2014





¹ Please note that this mark is dead because no maintenance was filed. However, the PTO has yet to issue a notice of abandonment.

² Please note that this mark is dead because no maintenance was filed. However, the PTO has yet to issue a notice of abandonment.

³ Please note that this mark is dead because no maintenance was filed. However, the PTO has yet to issue a notice of abandonment.

Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	CHEW TUFF TECHNOLOGY	85170087	11/05/2010	4191316	08/14/2012
United States	CHEW TUFF	85170017	11/05/2010	4191314	08/14/2012
United States	SILVER TAILS	85158781	10/22/2010	4296024	02/26/2013
United States	BOTTOM'S UP LEASH	78193086	12/10/2002	2794845	12/16/2003
United States	<i>cloak & dawg</i>	76500291	03/25/2003	2852906	06/15/2004
United States	NEW YORK  d	76194504	01/16/2001	2607001	08/13/2002
United States	NEW YORK DOG	76194503	01/16/2001	2568675	05/07/2002

Country	Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
United States	FOX & HOUNDS	77964262	03/21/2010	3864203	10/19/2010
United States	GUARANTEED ON-BOARD 	77781177	07/14/2009	3774359	04/13/2010
United States	GUARANTEED ON-BOARD 	77781173	07/14/2009	3802160	06/15/2010
United States	GUARANTEED ON-BOARD 	77781167	07/14/2009	3774358	04/13/2010
United States	GUARANTEED ON-BOARD 	77781141	07/14/2009	3774357	04/13/2010
United States	GUARANTEED ON-BOARD 	77781119	07/14/2009	3774356	04/13/2010
United States	GUARANTEED ON-BOARD	77781087	07/14/2009	3774355	04/13/2010

					
United States	GUARANTEED ON-BOARD 	77781082	07/14/2009	3774354	04/13/2010
United States	GUARANTEED ON-BOARD 	77781068	07/14/2009	3774353	04/13/2010
United States	FIRST TO FLY	77775436	07/07/2009	3783695	05/04/2010
United States	FIRST TO FLY	77775431	07/07/2009	3780421	04/27/2010
United States	GUARANTEED ON BOARD	77775416	07/07/2009	3743501	01/26/2010
United States	GUARANTEED ON BOARD	77775386	07/07/2009	3774345	04/13/2010
United States	GODOG TOUGH FOR FUN 	77574258	09/19/2008	3836543	08/24/2010
United States	GODOG	77574201	09/19/2008	3836542	08/24/2010
United States	CHEW GUARD TECHNOLOGY	77213545	06/22/2007	3509601	09/30/2008