

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM409689

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chase Capital Corporation		12/15/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Animal Supply Company LLC		
Street Address:	600 E. Las Colinas Blvd.		
Internal Address:	Suite 700		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	Limited Liability Company: WASHINGTON		
Name:	Retail Independence, LLC		
Street Address:	600 E. Las Colinas Blvd.		
Internal Address:	Suite 700		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	Limited Liability Company: ALASKA		
Name:	Neighborhood Pet Products, LLC (f/k/a Retail Success Services, LLC)		
Street Address:	600 E. Las Colinas Blvd.		
Internal Address:	Suite 700		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	Limited Liability Company: WASHINGTON		
Name:	RFG Distributing, LLC		
Street Address:	600 E. Las Colinas Blvd.		
Internal Address:	Suite 700		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	Limited Liability Company: WASHINGTON		

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Name:	Lone Star Pet Supply, LLC
Street Address:	600 E. Las Colinas Blvd.
Internal Address:	Suite 700
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	Limited Liability Company: WASHINGTON

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3035716	LONESTARPET SUPPLY, INC.
Registration Number:	3912477	WHEAT SAND
Registration Number:	3992944	PETZOO EXCLUSIVELY ALASKAN
Registration Number:	4000408	INTEGRITY
Registration Number:	4000407	INTEGRITY PET PRODUCTS
Registration Number:	3774094	ANIMAL FOOD WAREHOUSE
Registration Number:	3915390	INTEGRITY
Registration Number:	3915391	INTEGRITY PET PRODUCTS
Registration Number:	3273808	NATURE'S CAFE
Registration Number:	3710719	PET SUPPLY LINK
Registration Number:	3707188	PET SUPPLY LINK
Registration Number:	3685517	PETZOO
Registration Number:	3691319	ANIMAL SUPPLY CO. EST. 1987
Registration Number:	4351623	SUPPORTING NEIGHBORHOOD PET RETAILERS
Registration Number:	3947573	RFG DISTRIBUTING INC.
Registration Number:	3947557	RFG DISTRIBUTING INC.
Serial Number:	86503695	ANIMAL SUPPLY CO. DELIVERING SUCCESS
Serial Number:	86503682	INTEGRITY
Serial Number:	85923791	IT HAPPENS
Serial Number:	85810218	BASIL & BAXTER'S BAKERY B & B
Serial Number:	85810216	BASIL & BAXTER'S BAKERY
Serial Number:	85815524	ESSENTIAL DELIGHTS
Serial Number:	86622824	DELIVERING SUCCESS
Serial Number:	85983381	NEIGHBORHOOD PET PRODUCTS
Serial Number:	86795289	NATURE'S CAFÉ WILD BIRD ESSENTIALS
Serial Number:	86795288	NATURE'S CAFÉ CHICKEN ESSENTIALS
Serial Number:	86795282	NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMA
Serial Number:	86784030	INTEGRITY NATURAL CAT LITTER
Serial Number:	86784026	ROGUE RIVER NATURALS

Property Type	Number	Word Mark
Serial Number:	86784040	EST. 1987 PETZOO ALASKA
Serial Number:	86073449	ROGUE RIVER NATURALS
Serial Number:	85671594	INTEGRITY NATURAL CAT LITTER
Serial Number:	85671601	INTEGRITY NATURAL CAT LITTER

CORRESPONDENCE DATA

Fax Number: 2125935955
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: 212-756-2132
Email: scott.kareff@srz.com
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP
Address Line 1: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	059182-0057
NAME OF SUBMITTER:	Scott Kareff (059182-0057)
SIGNATURE:	/kc for sk/
DATE SIGNED:	12/20/2016

Total Attachments: 12

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”) is made as of December 15, 2016 by CHASE CAPITAL CORPORATION, AS COLLATERAL AGENT (“Collateral Agent”), in favor of ANIMAL SUPPLY COMPANY LLC (“Animal Supply”), RETAIL INDEPENDENCE, LLC (“Retail Independence”), NEIGHBORHOOD PET PRODUCTS, LLC (f/k/a Retail Success Services, LLC) (“NPP”), RFG DISTRIBUTING, LLC (“RFG”) and LONE STAR PET SUPPLY, LLC (“Lone Star” and, together with Animal Supply, Retail Independence, NPP and RFG, each individually, a “Company” and collectively, the “Companies”). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the applicable Trademark Security Agreement (as defined below).

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent, for itself and on behalf of the Lenders, hereby unconditionally and expressly releases, terminates, and extinguishes any and all liens and security interests, and any and all right, title and interest it, or the Lenders, has or may have upon all of each Company’s Trademark Collateral, as defined in the agreements listed below (collectively, the “Trademark Security Agreements”):

(i) that certain Trademark Security Agreement, dated as of November 8, 2012, made by Animal Supply in favor of Collateral Agent, recorded with the United States Patent and Trademark Office (“USPTO”) on November 12, 2012 at Reel 4898, Frame 0403;

(ii) that certain Trademark Security Agreement, dated as of November 8, 2012, made by Lone Star in favor of Collateral Agent, recorded with the USPTO on November 12, 2012 at Reel 4898, Frame 0410;

(iii) that certain Trademark Security Agreement, dated as of March 14, 2013, made by Animal Supply in favor of Collateral Agent, recorded with the USPTO on March 22, 2013 at Reel 4988, Frame 0318;

(iv) that certain Amended and Restated Trademark Security Agreement, dated as of September 17, 2013, made by each of Animal Supply, Retail Independence, Retail Success Services, LLC and Loan Star in favor of Collateral Agent, recorded with the USPTO on September 26, 2013 at Reel 5118, Frame 0392;

(v) that certain Trademark Security Agreement, dated as of September 20, 2013, made by RFG in favor of Collateral Agent, recorded with the USPTO on September 26, 2013 at Reel 5118, Frame 0377;

(vi) that certain Trademark Security Agreement, dated as of March 30, 2015, made by Animal Supply in favor of Collateral Agent, recorded with the USPTO on April 6, 2015 at Reel 5492, Frame 0924;

(vii) that certain Trademark Security Agreement, dated as of November 13, 2015, made by Animal Supply in favor of Collateral Agent, recorded with the USPTO on November 19, 2015 at Reel 5672, Frame 0478; and

(viii) that certain Trademark Security Agreement, dated as of January 12, 2016, made by Animal Supply in favor of Collateral Agent, recorded with the USPTO on January 28, 2016 at Reel 5718, Frame 0086;

whether granted in the Trademark Security Agreements, the Security Agreement, or otherwise, including, without limitation, with respect to the trademarks, trademark registrations and trademark applications described on Schedule I attached hereto.

Collateral Agent consents and agrees to execute and deliver, at the request and cost of the Companies, such further instruments, documents and release forms as they may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon such Trademark Collateral.

[signature page follows]

CHASE CAPITAL CORPORATION, as Collateral
Agent

By: John Lagerstedt
Name: JOHN LAGERSTEDT
Title: AUTHORIZED OFFICER

SCHEDULE I
TRADEMARKS

See attached.

SCHEDULE I

Mark	Serial No.	Registration No.	Registration Date
LONESTARPET SUPPLY, INC.	78540975	3035716	12/27/2005

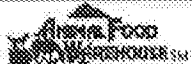
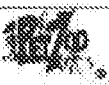

SCHEDULE I




Mark	Serial No.	Registration No.	Registration Date
WHEAT SAND	3,912,477	777,167,773	1/25/2011

SCHEDULE I

Mark	Serial No.	Registration No.	Registration Date
PETZOO EXCLUSIVELY ALASKAN	85/174,335	3,992,944	7/12/11
INTEGRITY	77/980,289	4,000,408	7/26/11
INTEGRITY PET PRODUCTS	77/980,288	4,000,407	7/26/11


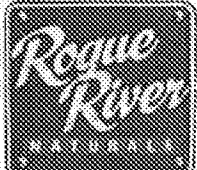


SCHEDULE I

Mark	Serial No./ Registration No.	Filing Date/ Registration Date	Owner
 United States	Serial No.: 77/670,617 Reg. No.: 3,774,894	Filing Date: 2/13/2009 Reg. Date: 4/13/10	Animal Supply Company LLC
INTEGRITY United States	Serial No.: 77/021,220 Reg. No.: 3,915,390	Filing Date: 2/13/2009 Reg. Date: 02/08/11	Animal Supply Company LLC
INTEGRITY PET PRODUCTS United States	Serial No.: 77/021,233 Reg. No.: 3,915,391	Filing Date: 10/13/2006 Reg. Date: 02/08/11	Animal Supply Company LLC
NATURE'S CAFE United States	Serial No.: 77/021,225 Reg. No.:3,273,808	10/13/2006 Reg. Date: 8/7/2007	Animal Supply Company LLC
PET SUPPLY LINK United States	Serial No.: 77/706,276 Reg. No.: 3,718,719	Filing Date: 4/3/2009 Reg. Date: 11/10/2009	Animal Supply Company LLC
PET SUPPLY LINK United States	Serial No.: 77/706,272 Reg. No.: 3,707,188	Filing Date: 4/3/2009 Reg. Date:11/03/2009	Animal Supply Company LLC
 United States	Serial No.: 77/670,631 Reg. No.: 3,685,517	Filing Date: 2/13/2009 Reg. Date.: 9/22/2009	Animal Supply Company LLC
Animal Supply Co. est 1987 & Design United States 	Serial No.: 77/553,542 Reg. No.: 3,691,319	Filing Date: 8/22/2008 Reg. Date: 10/6/2009	Animal Supply Company LLC
ANIMAL SUPPLY CO. Washington State Registration	53327	5/11/2009	Animal Supply Company LLC

WHEAT SAND United States	Serial No.: 77767,773 Reg. No.: 3,912,477	Filing Date: 6/25/2009 Reg. Date: 1/25/2011	Animal Supply Company LLC
LONESTAR PET SUPPLY, INC. SM United States 	Serial No.: 78540,975 Reg. No.: 3,035,716	Filing Date: 1/3/2005 Reg. Date: 12/27/2005	Lone Star Pet Supply, LLC
SUPPORTING NEIGHBORHOOD PET RETAILERS United States 	Serial No.: 85696,148 Reg. No.: 4,351,623	Filing Date: 8/8/2012 Reg. Date: 6/11/2013	Animal Supply Company LLC
PET ZOO EXCLUSIVELY ALASKAN United States 	Serial No.: 85174,335 Reg. No.: 3,992,944	Filing Date: 11/11/2010 Reg. Date: 7/12/2011	Animal Supply Company LLC
INTEGRITY United States	Serial No.: 77980,289 Reg. No.: 4,000,408	Filing Date: 10/13/2006 Reg. Date: 7/26/2011	Animal Supply Company LLC
INTEGRITY PET PRODUCTS United States	Serial No.: 77980,288 Reg. No.: 4,000,407	Filing Date: 10/13/2006 Reg. Date: 7/26/2011	Animal Supply Company LLC

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
RFG DISTRIBUTING INC.	85109795	3947573	04/19/11
RFG DISTRIBUTING INC.	95109626	3947557	04/19/11

MARK	SERIAL NUMBER	REGIS. NUMBER	REGIS. DATE
ANIMAL SUPPLY CO. DELIVERING SUCCESS	86503695	NA	01/14/15 (file date)
INTEGRITY	86503682	NA	01/14/15 (file date)
IT HAPPENS	85923791	4614615	09/30/14
BASIL & BAXTER'S BAKERY B & B	85810218	4618108	10/07/14
BASIL & BAXTER'S BAKERY	85810216	4618107	10/07/14
ESSENTIAL DELIGHTS	85815524	4430004	11/05/13

MARK	SERIAL NUMBER	STATUS	REGIS. NUMBER	REGIS. DATE
DELIVERING SUCCESS	86622824	Pending -- Application filed 05/07/15	NA	NA
NEIGHBORHOOD PET PRODUCTS	85983381	Registered	4766783	07/07/15
NATURE'S CAFÉ WILD BIRD ESSENTIALS	86795289	Pending -- Application filed 10/21/15	NA	NA
NATURE'S CAFÉ CHICKEN ESSENTIALS	86795288	Pending -- Application filed 10/21/15	NA	NA
NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMALS & DOMESTIC BIRDS	86795282	Pending -- Application filed 10/21/15	NA	NA
INTEGRITY NATURAL CAT LITTER	86784030	Pending -- Application filed 10/09/15	NA	NA
ROGUE RIVER NATURALS	86784026	Pending -- Application filed 10/09/15	NA	NA
EST. 1987 PETZOO ALASKA & Design 	86784040	Pending -- Application filed 10/09/15	NA	NA
ROGUE RIVER NATURALS & Design 	86073449	Registered	4694183	3/3/15
INTEGRITY NATURAL CAT LITTER & Design 	85671594	Registered	4455958	12/24/13
INTEGRITY NATURAL CAT LITTER & Design 	85671601	Registered	4455959	12/24/13