

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511873

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Goldman Sachs BDC, Inc.		02/22/2019	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		
PROPERTY NUMBERS Total: 38			
Property Type	Number	Word Mark	
Registration Number:	3774094	ANIMAL FOOD WAREHOUSE	
Registration Number:	4803272	ANIMAL SUPPLY CO. DELIVERING SUCCESS	
Registration Number:	3691319	ANIMAL SUPPLY CO. EST. 1987	
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:	4987395	EST. 1987 PETZOO ALASKA	
Registration Number:	3915390	INTEGRITY	
Registration Number:	4794910	INTEGRITY	
Registration Number:	4000408	INTEGRITY	
Registration Number:	4987393	INTEGRITY NATURAL CAT LITTER	
Registration Number:	4455959	INTEGRITY NATURAL CAT LITTER	
Registration Number:	4455958	INTEGRITY NATURAL CAT LITTER	
Registration Number:	3915391	INTEGRITY PET PRODUCTS	
Registration Number:	4000407	INTEGRITY PET PRODUCTS	
Registration Number:	4614615	IT HAPPENS	
Registration Number:	4872010	LOCAL EVERYWHERE	

CH \$965.00 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:	3710719	PET SUPPLY LINK
Registration Number:	3992944	PETZOO EXCLUSIVELY ALASKAN
Registration Number:	3947557	RFG DISTRIBUTING INC.
Registration Number:	4987391	ROGUE RIVER NATURALS
Registration Number:	4694183	ROGUE RIVER NATURALS
Registration Number:	4489406	SIMPLY FRESH
Registration Number:	4823054	SIMPLY FRESH
Registration Number:	4766783	NEIGHBORHOOD PET PRODUCTS
Registration Number:	4351623	SUPPORTING NEIGHBORHOOD PET RETAILERS
Registration Number:	3912477	WHEAT SAND
Serial Number:	86784035	NEIGHBORHOOD PET
Serial Number:	86784034	NEIGHBORHOOD PET
Serial Number:	88166209	INTEGRITY PET PRODUCTS
Serial Number:	88166195	INTEGRITY PET PRODUCTS
Serial Number:	86622749	NEIGHBORHOOD PET PRODUCTS
Serial Number:	85874878	SUPPORTING NEIGHBORHOOD PET RETAILERS

CORRESPONDENCE DATA

Fax Number:

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.

Email: astark@paulweiss.com, lfranco@paulweiss.com,
cadinolfi@paulweiss.com

Correspondent Name: Alexander Stark

Address Line 1: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 2: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	22455-001
NAME OF SUBMITTER:	Alexander Stark
SIGNATURE:	/Alexander Stark/
DATE SIGNED:	02/27/2019

Total Attachments: 4

source=D24--IP Trademark Release#page1.tif

source=D24--IP Trademark Release#page2.tif

source=D24--IP Trademark Release#page3.tif

source=D24--IP Trademark Release#page4.tif

EXECUTION VERSION**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (“Release”) is made and entered into as of February 22, 2019 (“Effective Date”) by and between, Goldman Sachs BDC, Inc. a Delaware corporation having an office at 200 West Street, New York, NY 10282, in its capacity as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns in such capacities, if any, the “Collateral Agent”), and Animal Supply Company LLC, a Washington limited liability company having an office at 600 E. Las Colinas Blvd., Suite 700 Irving Texas 75039 (the “Grantor”).

WHEREAS, Collateral Agent is the holder of a continuing security interest in all right title and interest of Grantor in, to and under the trademarks and service marks set forth on Schedule 1 attached hereto, together with, among other things, the good-will of the business symbolized by the forgoing Trademarks and the applications 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 (collectively, the “Trademark Collateral”) pursuant to that certain Pledge and Security dated December 15, 2016 (as amended, amended and restated, supplemented or otherwise modified from time to time) by and among Grantor and the Collateral Agent (the “Security Agreement”; capitalized terms used but not defined herein shall have the meanings assigned thereto in the Security Agreement), in connection with which Assignments for Security of Trademarks were recorded at the United States Patent and Trademark Office on (i) December 19, 2016 at Reel 005939 Frame 0417, (ii) May 30, 2018 at Reel 06338 Frame 0225 and (iii) January 10, 2019 at Reel 006521 Frame 0796 (collectively, the “Security Assignments”); and

WHEREAS, Grantor desires to record this instrument to evidence termination of the security interest.

NOW, THEREFORE, the Grantor and Collateral Agent agree as follows:

1. The Collateral Agent hereby expressly terminates, releases and discharges, any and all Liens and security interests that it has pursuant to the Security Agreement and the Security Assignments in, to and under the Trademark Collateral.
2. The Lenders hereby authorize and request the Commissioner of Patents and Trademarks to record this Release in the United States Patent and Trademark Office with regard to the Security Agreement, the Security Assignments and the Trademark Collateral.
3. This Release may be executed in multiple counterparts, each of which shall be deemed an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release of Security Interest in Trademarks to be executed by its duly authorized representative as of the Effective Date.

GOLDMAN SACHS BDC, INC.

By:

Name:

Title:

David Yu

Authorized Signatory

Schedule 1**United States Trademarks:**

Mark	Serial No./ Reg. No.	Filing Date/ Registration Date
ANIMAL FOOD WAREHOUSE	3,774,094	04/13/2010
ANIMAL SUPPLY CO. DELIVERING SUCCESS	4,803,272	09/01/2015
ANIMAL SUPPLY CO. EST. 1987	3,691,319	10/06/2009
BASIL & BAXTER'S BAKERY	4,618,107	10/07/2014
BASIL & BAXTER'S BAKERY B & B	4,618,108	10/07/2014
DELIVERING SUCCESS	4,870,471	12/15/2015
ESSENTIAL DELIGHTS	4,430,004	11/05/2013
EST. 1987 PETZOO ALASKA	4,987,395	06/28/2016
INTEGRITY	3,915,390	02/08/2011
INTEGRITY	4,794,910	08/18/2015
INTEGRITY	4,000,408	07/26/2011
INTEGRITY NATURAL CAT LITTER	4,987,393	06/28/2016
INTEGRITY NATURAL CAT LITTER	4,455,959	12/24/2013
INTEGRITY NATURAL CAT LITTER	4,455,958	12/24/2013
INTEGRITY PET PRODUCTS	88/166,209	10/23/2018
INTEGRITY PET PRODUCTS	88/166,195	10/23/2018
INTEGRITY PET PRODUCTS	3,915,391	02/08/2011
INTEGRITY PET PRODUCTS	4,000,407	07/26/2011
IT HAPPENS	4,614,615	09/30/2014
LOCAL EVERYWHERE	4,872,010	12/15/2015
NATURE'S CAFE	3,273,808	08/07/2007
NATURE'S CAFÉ CHICKEN ESSENTIALS	4,988,054	06/28/2016
NATURE'S CAFÉ ESSENTIALS FOR SMALL ANIMALS & DOMESTIC BIRDS	4,988,053	06/28/2016
NATURE'S CAFÉ WILD BIRD ESSENTIALS	4,988,055	06/28/2016
NEIGHBORHOOD PET	86/784,035	10/09/2015
NEIGHBORHOOD PET	86/784,034	10/09/2015

Mark	Serial No./ Reg. No.	Filing Date/ Registration Date
NEIGHBORHOOD PET PRODUCTS	4,766,783	07/07/2015
NEIGHBORHOOD PET PRODUCTS	86/622,749	05/07/2015
PET SUPPLY LINK	3,710,719	11/10/2009
PETZOO EXCLUSIVELY ALASKAN	3,992,944	07/12/2011
RFG DISTRIBUTING INC.	3,947,557	04/19/2011
ROGUE RIVER NATURALS	4,987,391	06/28/2016
ROGUE RIVER NATURALS	4,694,183	03/03/2015
SIMPLY FRESH	4,489,406	2/25/2014
SIMPLY FRESH	4,823,054	9/29/2015
SUPPORTING NEIGHBORHOOD PET RETAILERS	85/874,878	03/13/2013
SUPPORTING NEIGHBORHOOD PET RETAILERS	4,351,623	06/11/2013
WHEAT SAND	3,912,477	01/25/2011