

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM334780

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PETMD, Inc.		03/11/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Administrative Agent
Street Address:	390 Greenwich Street, 1st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4222503	PET MD
Registration Number:	4113873	PETMD
Registration Number:	4097472	PETMD ESPAÑOL
Registration Number:	3925998	PETMD.COM
Registration Number:	4444999	PETMD UNIVERSITY
Registration Number:	4548465	PETMDU
Registration Number:	4445001	PETMD UNIVERSITY
Registration Number:	4445000	PETMD UNIVERSITY
Registration Number:	3585949	DOGGYSPACE
Registration Number:	3616013	
Registration Number:	3697864	MY DOG HAS MORE FRIENDS THAN YOU
Registration Number:	3635233	BREEDOPEDIA
Registration Number:	3557488	BECAUSE PETS CAN'T TALK

CORRESPONDENCE DATA

Fax Number: 2123037064

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: 212.318.6824

CH \$340.00 4222503

Email: christinedionne@paulhastings.com
Correspondent Name: Christine Dionne c/o Paul Hastings LLP
Address Line 1: 75 East 55th Street
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 78644.00030 (ABL)

NAME OF SUBMITTER: Christine Dionne

SIGNATURE: /Christine Dionne/

DATE SIGNED: 03/11/2015

Total Attachments: 4

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TRADEMARK SECURITY AGREEMENT dated as of March 11, 2015 (this "Agreement"), between PETMD, Inc. (the "Grantor") and Citibank, N.A., as Administrative Agent (in such capacity, the "Administrative Agent").

Reference is made to the ABL Credit Agreement dated as of March 11, 2015 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Argos Holdings Inc., a Delaware corporation ("Holdings"), PetSmart, Inc., a Delaware corporation (the "U.S. Borrower"), PETM Canada Corporation, a Nova Scotia unlimited liability company (the "Canadian Borrower"), and together with the U.S. Borrower, the "Borrowers"), the Lenders party thereto and Citibank, N.A., as Administrative Agent, and the various other parties thereto (b) the Collateral Agreement dated as of March 11, 2015 (the "Collateral Agreement"), among Holdings, the U.S. Borrower, the various other Grantors party thereto and the Administrative Agent. The Lenders have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement. The Grantor is an Affiliate of the Borrowers and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and as consideration for Loans previously made. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, the Grantor hereby grants to the Administrative Agent, its successors and 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, to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I (the "Trademark Collateral").

SECTION 3. Collateral Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Collateral Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

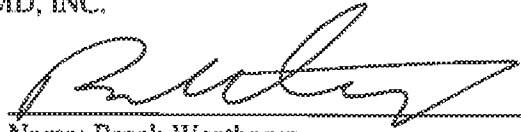
SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

PETMD, INC.

By:



Name: Brock Weatherup

Title: President

[ABL TRADEMARK SECURITY AGREEMENT SIGNATURE PAGE]

TRADEMARK
REEL: 005476 FRAME: 0087

CITIBANK, N.A., as Administrative Agent,



By: _____

Name: Christopher Marino
Title: Vice President and Director

Schedule I

Intellectual Property

Trademarks and Trademark Applications

Trademark	Registration No.	Registered Owner
PETMD (Design and words indicated)	4222503	PETMD, Inc.
PETMD	4113873	PETMD, Inc.
PetMD Espanol	4097472	PETMD, Inc.
petmd.com	3925998	PETMD, Inc.
PETMD University	4444999	PETMD, Inc.
PETMDU	4548465	PETMD, Inc.
PETMD University (Design and words indicated)	4445001	PETMD, Inc.
PETMD University (Design and words indicated)	4445000	PETMD, Inc.
Doggyspace	3585949	PETMD, Inc.
Doggyspace (Design Only)	3616013	PETMD, Inc.
My Dog Has More Friends Than You	3697864	PETMD, Inc.
Breedopedia	3635233	PETMD, Inc.
because pets can't talk	3557488	PETMD, Inc.