

FORM PTO-1618A
E-Printed 08/30/99
OMB 0651-0027

02-16-2001



07-10-2001

101753606

*See MTD
2-16-01*

U.S. Patent & TMOB/TM MBI Rept. DL #31

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other Release
- Effective Date
Month Day Year
09 29 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Petco Animal Supplies, Inc.

Execution Date
Month Day Year
09 29 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Union Bank of California, National Association

DBA/AKATA _____

Composed of _____

Address (line 1) 6920 Sunset Boulevard, Hollywood, CA 90028

Address (line 2) _____

Address (line 3) _____

- Individual General Partnership Limited Partnership Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Charge 120.00

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 051-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/566,626	75/726,125	75/159,128
74/673,372	75/019,422	75/353,602
74/672,348	74/312,119	74/672,346
74/672,347	75/019,419	74/684,465
74/537,250	74/650,684	74/527,641
75/634,991	74/070,320	74/469,330
75/562,019	75/256,904	74/469,329

1,949,610	2,091,465	2,233,063
1,838,279	1,954,958	2,013,300
1,862,628	1,913,916	1,860,141
1,760,487	1,910,570	1,705,571
2,010,621	1,910,569	1,926,728
1,964,307	1,979,330	2,110,977
2,087,901	2,016,513	2,141,854

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

if document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

74/001,537	75/341,624	75/083,837
74/519,958	75/726,126	73/615,816
74/320,450	75/802,158	73/605,150
74/157,241	74/311,329	75/083,836
75/312,559	74/224,051	75/392,901
74/162,186	74/224,132	
74/225,352	74/536,698	

1,874,804	2,033,352	1,890,346
2,122,139	1,779,046	1,362,667
2,075,299	1,902,871	1,549,616
2,189,311	1,924,852	
2,230,150	1,883,597	
1,868,765	1,984,774	
1,859,326	1,967,687	

FORM PTO-1618B
Expires 04/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="757976,314"/>	<input type="text" value="74/536,699"/>	<input type="text" value="74/483,145"/>	<input type="text" value="1,607,957"/>	<input type="text" value="1,965,795"/>	<input type="text" value="1,616,235"/>
<input type="text" value="74/446,228"/>	<input type="text" value="74/469,150"/>	<input type="text" value="74/617,090"/>	<input type="text" value="2,077,985"/>	<input type="text" value="1,488,868"/>	<input type="text" value="1,885,089"/>
<input type="text" value="74/522,280"/>	<input type="text" value="74/469,325"/>	<input type="text" value="74/475,457"/>	<input type="text" value="1,839,771"/>	<input type="text" value="1,908,965"/>	<input type="text" value="1,884,615"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Vanessa Butnick
Name of Person Signing


Signature

11/9/00
Date Signed

RELEASE**(TRADEMARKS)**

This RELEASE (TRADEMARKS) is granted on this 29 day of September, 2000, by Union Bank of California N.A., a national banking association with offices located at 6920 Sunset Boulevard, Hollywood, California 90028 ("Assignor"), to Petco Animal Supplies, Inc., a Delaware corporation located at 9125 Rehco Road, San Diego, California 92121 (Assignee"), as follows:

WHEREAS, Assignee and Assignor entered into a Security Agreement, dated July 15, 1999, which was recorded in the U.S. Patent and Trademark office on July 19, 1999 at Reel 1932/Frame 0395 (the "Security Agreement"),

WHEREAS, Assignee assigned and pledged to the Assignor for the ratable benefit of the Secured Party (as defined in the Security Agreement) and granted to the Assignor for the ratable benefit of the Secured Party a security interest in and to the Assignor's right title and interest in various Collateral (as defined in the Security Agreement) including, but not limited to, the trademarks and service marks and the goodwill associated therewith listed on Schedule A attached hereto (the "Marks"), to secure the prompt payment and full performance of all of the Assignee's Obligations, as defined in the Security Agreement (the "Security Interest"), and

WHEREAS, Assignee has paid all Obligations and all Commitments and Letters of Credit have expired or been terminated, as defined in the Security Agreement, and Assignor desires to release its Security Interest in and on the said Marks

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby releases its Security Interest in and on the Marks and reassigns any and all interest in the Marks to Assignee

IN WITNESS WHEREOF, Assignor has caused this RELEASE (TRADEMARKS) to be duly executed by its officer thereunto duly authorized as of the 29 day of September, 2000.

UNION BANK OF CALIFORNIA N.A.

FROM LATHAM & WATKINS

619-696-7419

(THU) 9 28'00 9:51/ST 9:50/NO. 4861919069 P 5



By: Douglas S. Lambson
Name: VICE PRESIDENT / SCM
Title: _____

FROM LATHAM & WATKINS

619-696-7419

(THU) 9:28'00 9:51/ST. 9:50/NO. 4961919069 P 6

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

ss.:

On this 29th day of September, 2000, before me personally appeared Douglas Lambert known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer of Union Bank of California N.A.

Anna R. Taylor

