

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
National PetCare Centers, Inc.		06/01/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Wells Fargo Bank, N.A.
Street Address:	333 South Grand Avenue
Internal Address:	9th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1977442	NATIONAL PETCARE CENTERS
Registration Number:	2141210	NPC
Registration Number:	2720721	NATIONAL PETCARE CENTERS
Serial Number:	76352720	NATIONAL PETCARE
Serial Number:	76352373	
Serial Number:	74595828	NPC

CORRESPONDENCE DATA	
Fax Number:	(714)755-8290
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	ipdocket@lw.com
Correspondent Name:	Rhonda DeLeon
Address Line 1:	Latham & Watkins LLP
Address Line 2:	650 Town Center Drive, Suite 2000
Address Line 4:	Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	022411-0273
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CH \$165.00 1977442

TRADEMARK

REEL: 002863 FRAME: 0781

NAME OF SUBMITTER:

Rhonda DeLeon

Total Attachments: 35

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PLEDGE SUPPLEMENT

This Pledge Supplement dated June ^{3rd} 2004 (the "Pledge Supplement") is delivered pursuant to the Pledge and Security Agreement dated September 20, 2000, as amended, modified or supplemented (the "Security Agreement"), by and between Vicar Operating, Inc., the other Grantors named therein, and Wells Fargo Bank, N.A., as the Collateral Agent. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

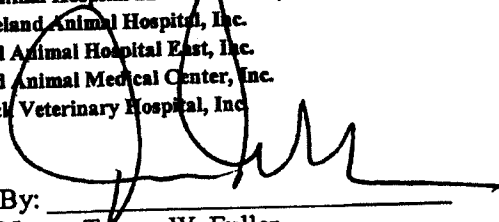
The Grantors named herein hereby confirm the grant to the Collateral Agent set forth in the Security Agreement, and do hereby grant to the Collateral Agent a security interest in all of the Grantors' right, title and interest in and to all Collateral to secure the Secured Obligations, in each case whether now or hereafter existing or in which Grantors now have or hereafter acquire an interest, wherever the same may be located. Grantors represent and warrant that the attached Supplements to Schedules accurately and completely set forth all additional information required pursuant to the Security Agreement and hereby agree that such Supplements to Schedules shall constitute part of the Schedules to the Security Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the Grantors named herein have caused this Pledge Supplement to be duly executed and delivered by its duly authorized officer as of June 1, 2004.

Vicar Operating, Inc.
National PetCare Centers, Inc.
NPC Operations, Inc.
Adobe Animal Medical Center, Inc.
All Critters Animal Hospital, Inc.
Alta View Animal Hospital, Inc.
Animal Clinic of Kelliwood, Inc.
Animal Medical Center, Inc.
Arroyo PetCare Center, Inc.
Benicia Veterinary Hospital, Inc.
Buckingham Animal Hospital, Inc.
Cascade Veterinary Hospital, Inc.
Cat Clinic of Tulsa, Inc.
College Park Animal Hospital, Inc.
NPC Cottage Veterinary Hospital, Inc.
Crestwood Animal Hospital, Inc.
Desert View Animal Hospital and Pet Resort, Inc.
East Mill Plain Animal Hospital, Inc.
Elk Grove Veterinary Hospital, Inc.
Fairgrounds Animal Hospital, Inc.
Folsom Boulevard Animal Hospital, Inc.
Greenback Pet Resort, Inc.
Greenback Veterinary Hospital, Inc.
Gulf Breeze Animal Hospital, Inc.
Halecrest Veterinary Hospital, Inc.
NPC Highlands Veterinary Hospital, Inc.
Imperial Beach Pet Hospital, Inc.
Mission Animal Hospital, Inc.
Monte Vista Veterinary Hospital, Inc.
Peone Pines Veterinary Clinic, Inc.
Pet Care Hospital, Inc.
Petville Animal Hospital, Inc.
Rancho Animal Clinic, Inc.
Rogue Animal Hospital, Inc.
Sacramento Animal Medical Group, Inc.
South Hills Veterinary Clinic, Inc.
Total Care Animal Hospital, Inc.
Trabuco Animal Hospital, Inc.
University Veterinary Clinic of Virginia, Inc.
Village Animal Hospital and Bird Clinic, Inc.
Westmoreland Animal Hospital, Inc.
Woodland Animal Hospital East, Inc.
Woodland Animal Medical Center, Inc.
Woodstock Veterinary Hospital, Inc.

By: 
Name: Robert L. Antin
Its: Chief Executive Officer and President

By: 
Name: Thomas W. Fuller
Its: Chief Financial Officer

Additional Information:

(A) Full Legal Name and Chief Executive Office of each Grantor named herein:¹

Grantor	Chief Executive Office
Vicar Operating, Inc.	The chief executive office and mailing address of each Grantor is: c/o VCA Antech, Inc. 12401 West Olympic Boulevard Los Angeles, CA 90064-1022
National PetCare Centers, Inc.	
NPC Operations, Inc.	
Adobe Animal Medical Center, Inc.	
All Critters Animal Hospital, Inc.	
Alta View Animal Hospital, Inc.	
Animal Clinic of Kelliwood, Inc.	
Animal Medical Center, Inc.	
Arroyo PetCare Center, Inc.	
Benicia Veterinary Hospital, Inc.	
Buckingham Animal Hospital, Inc.	
Cascade Veterinary Hospital, Inc.	
Cat Clinic of Tulsa, Inc.	
College Park Animal Hospital, Inc.	
NPC Cottage Veterinary Hospital, Inc.	
Crestwood Animal Hospital, Inc.	
Desert View Animal Hospital and Pet Resort, Inc.	
East Mill Plain Animal Hospital, Inc.	
Elk Grove Veterinary Hospital, Inc.	
Fairgrounds Animal Hospital, Inc.	
Folsom Boulevard Animal Hospital, Inc.	
Greenback Pet Resort, Inc.	
Greenback Veterinary Hospital, Inc.	
Gulf Breeze Animal Hospital, Inc.	
Halecrest Veterinary Hospital, Inc.	
NPC Highlands Veterinary Hospital, Inc.	
Imperial Beach Pet Hospital, Inc.	
Mission Animal Hospital, Inc.	

¹ If the principal place of business of any Grantor is located outside of the United States, include the address of the major executive office in the United States, if any, of such Grantor.

Monte Vista Veterinary Hospital, Inc.	The chief executive office and mailing address of each Grantor is: c/o VCA Antech, Inc. 12401 West Olympic Boulevard Los Angeles, CA 90064-1022
Peone Pines Veterinary Clinic, Inc.	
Pet Care Hospital, Inc.	
Petville Animal Hospital, Inc.	
Rancho Animal Clinic, Inc.	
Rogue Animal Hospital, Inc.	
Sacramento Animal Medical Group, Inc.	
South Hills Veterinary Clinic, Inc.	
Total Care Animal Hospital, Inc.	
Trabuco Animal Hospital, Inc.	
University Veterinary Clinic of Virginia, Inc.	
Village Animal Hospital and Bird Clinic, Inc.	
Westmoreland Animal Hospital, Inc.	
Woodland Animal Hospital East, Inc.	
Woodland Animal Medical Center, Inc.	
Woodstock Veterinary Hospital, Inc.	

(B) Jurisdiction of Organization of each Grantor named herein:

<u>GRANTOR</u>	<u>TYPE OF ORGANIZATION</u>	<u>JURISDICTION OF ORGANIZATION</u>	<u>ORGANIZATIONAL ID NUMBER</u>
Vicar Operating, Inc.	Corporation	Delaware	3203348
National PetCare Centers, Inc.	Corporation	Delaware	2623768
NPC Operations, Inc.	Corporation	Delaware	2933143
Adobe Animal Medical Center, Inc.	Corporation	New Mexico	1315746
All Critters Animal Hospital, Inc.	Corporation	Washington	601-927-797
Alta View Animal Hospital, Inc.	Corporation	Oklahoma	N/A
Animal Clinic of Kelliwood, Inc.	Corporation	Texas	150856300
Animal Medical Center, Inc.	Corporation	Washington	600-419-681
Arroyo PetCare Center, Inc.	Corporation	California	C2117430
Benicia Veterinary Hospital, Inc.	Corporation	California	C1531224
Buckingham Animal Hospital, Inc.	Corporation	Texas	150113900

<u>GRANTOR</u>	<u>TYPE OF ORGANIZATION</u>	<u>JURISDICTION OF ORGANIZATION</u>	<u>ORGANIZATIONAL ID NUMBER</u>
Cascade Veterinary Hospital, Inc.	Corporation	Oregon	779453-85
Cat Clinic of Tulsa, Inc.	Corporation	Oklahoma	N/A
College Park Animal Hospital, Inc.	Corporation	California	C2122664
NPC Cottage Veterinary Hospital, Inc.	Corporation	California	C2125175
Crestwood Animal Hospital, Inc.	Corporation	California	C1315250
Desert View Animal Hospital and Pet Resort, Inc.	Corporation	California	C0577232
East Mill Plain Animal Hospital, Inc.	Corporation	Washington	601-964-726
Elk Grove Veterinary Hospital, Inc.	Corporation	California	C2130897
Fairgrounds Animal Hospital, Inc.	Corporation	Nevada	C2809-1989
Folsom Boulevard Animal Hospital, Inc.	Corporation	California	C2130890
Greenback Pet Resort, Inc.	Corporation	California	C2130892
Greenback Veterinary Hospital, Inc.	Corporation	California	C2130951
Gulf Breeze Animal Hospital, Inc.	Corporation	Florida	P98000100364
Halecrest Veterinary Hospital, Inc.	Corporation	Washington	601-983-845
NPC Highlands Veterinary Hospital, Inc.	Corporation	California	C2130899
Imperial Beach Pet Hospital, Inc.	Corporation	California	C2322154
Mission Animal Hospital, Inc.	Corporation	Texas	147377700
Monte Vista Veterinary Hospital, Inc.	Corporation	California	C2122685
Peone Pines Veterinary Clinic, Inc.	Corporation	Washington	601-912-814
Pet Care Hospital, Inc.	Corporation	Texas	150778100
Petville Animal Hospital, Inc.	Corporation	California	C2124768
Rancho Animal Clinic, Inc.	Corporation	Nevada	C1399-1999
Rogue Animal Hospital, Inc.	Corporation	Oregon	648161-85
Sacramento Animal Medical Group, Inc.	Corporation	California	C2131589

<u>GRANTOR</u>	<u>TYPE OF ORGANIZATION</u>	<u>JURISDICTION OF ORGANIZATION</u>	<u>ORGANIZATIONAL ID NUMBER</u>
South Hills Veterinary Clinic, Inc.	Corporation	Oregon	698192-83
Total Care Animal Hospital, Inc.	Corporation	California	C2130888
Trabuco Animal Hospital, Inc.	Corporation	California	C2501627
University Veterinary Clinic of Virginia, Inc.	Corporation	Virginia	0510814-7
Village Animal Hospital and Bird Clinic, Inc.	Corporation	Florida	P99000001875
Westmoreland Animal Hospital, Inc.	Corporation	Oregon	698191-84
Woodland Animal Hospital East, Inc.	Corporation	Oklahoma	N/A
Woodland Animal Medical Center, Inc.	Corporation	Oklahoma	N/A
Woodstock Veterinary Hospital, Inc.	Corporation	Oregon	659393-82

(C) Other Names (including any Trade-Name or Fictitious Business Name) under which each Grantor named herein has conducted Business for the past Five (5) Years:

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
National PetCare Centers, Inc.	National PetCare Centers	Delaware
NPC Operations, Inc.	National PetCare Centers NPC Operations	Delaware
Adobe Animal Medical Center, Inc.	Adobe Animal Medical Center	New Mexico
All Critters Animal Hospital, Inc.	All Critters Animal Hospital	Washington
Alta View Animal Hospital, Inc.	Alta View Animal Hospital	Oklahoma
Animal Clinic of Kelliwood, Inc.	Animal Clinic of Kelliwood (formerly "Aladdin Animal Clinic")	Texas
Animal Medical Center, Inc.	Animal Medical Center	Washington
Benicia Veterinary Hospital, Inc.	Benicia Veterinary Hospital	California
Buckingham Animal Hospital, Inc.	Buckingham Animal Hospital	Texas
Cascade Veterinary Hospital, Inc.	Cascade Veterinary Hospital	Oregon
Cat Clinic of Tulsa, Inc.	Cat Clinic of Tulsa	Oklahoma

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
College Park Animal Hospital, Inc.	College Park Animal Hospital	California
NPC Cottage Veterinary Hospital, Inc.	Cottage Veterinary Hospital	California
Crestwood Animal Hospital, Inc.	Crestwood Animal Hospital	California
Desert View Animal Hospital and Pet Resort, Inc.	Desert View Animal Hospital and Pet Resort	California
East Mill Plain Animal Hospital, Inc.	East Mill Plain Animal Hospital	Washington
Elk Grove Veterinary Hospital, Inc.	Elk Grove Veterinary Hospital	California
Fairgrounds Animal Hospital, Inc.	Fairgrounds Animal Hospital	Nevada
Folsom Boulevard Animal Hospital, Inc.	Folsom Boulevard Animal Hospital	California
Greenback Pet Resort, Inc.	Greenback Pet Resort	California
Greenback Veterinary Hospital, Inc.	Greenback Veterinary Hospital	California
Gulf Breeze Animal Hospital, Inc.	Gulf Breeze Animal Hospital	Florida
Halecrest Veterinary Hospital, Inc.	Halecrest Veterinary Hospital	Washington
NPC Highlands Veterinary Hospital, Inc.	Highlands Veterinary Hospital	California
Imperial Beach Pet Hospital, Inc.	Imperial Beach Pet Hospital	California
Mission Animal Hospital, Inc.	Mission Animal Hospital	Texas
Monte Vista Veterinary Hospital, Inc.	Monte Vista Veterinary Hospital	California
Peone Pines Veterinary Clinic, Inc.	Peone Pines Veterinary Clinic	Washington
Pet Care Hospital, Inc.	Pet Care Hospital	Texas
Petville Animal Hospital, Inc.	Petville Animal Hospital	California
Rancho Animal Clinic, Inc.	Rancho Animal Clinic	Nevada
Rogue Animal Hospital, Inc.	Rogue Animal Hospital	Oregon
Sacramento Animal Medical Group, Inc.	Sacramento Animal Medical Group	California
South Hills Veterinary Clinic, Inc.	South Hills Veterinary Clinic	Oregon
Total Care Animal Hospital, Inc.	Total Care Animal Hospital	California
Trabuco Animal Hospital, Inc.	Trabuco Animal Hospital	California
University Veterinary Clinic of Virginia, Inc.	University Veterinary Clinic of Virginia	Virginia

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
Village Animal Hospital and Bird Clinic, Inc.	Village Animal Hospital and Bird Clinic	Florida
Westmoreland Animal Hospital, Inc.	Westmoreland Animal Hospital	Oregon
Woodland Animal Hospital East, Inc.	Woodland Animal Hospital East	Oklahoma
Woodland Animal Medical Center, Inc.	Woodland Animal Medical Center	Oklahoma
Woodstock Veterinary Hospital, Inc.	Woodstock Veterinary Hospital	Oregon
Arroyo PetCare Center, Inc.	All Our Pets Veterinary Hospital	California
	Animal Care Clinic	Texas
	Arroya PetCare Center, Inc.	California
	Aspenwood Animal Hospital	Colorado
	Broadway Animal Hospital	California
	Columbia Veterinary Hospital	Georgia
	De Soto Animal Hospital	Texas
	Elmfield Veterinary Care and Pet Lodge	Colorado
	Fort Collins Animal Hospital	Colorado
	Greenhaven Veterinary Hospital	California
	Lindley Veterinary Clinic	Texas
	Lynnwood Veterinary Center	Washington
	Metroplex Veterinary Pet Centre and Pet Lodge	Texas
	North Division Clinic	Washington
	Oak Hills veterinary Hospital	Texas
	Pacific Avenue Veterinary Center (formerly "Crate Veterinary Hospital")	Washington
	S.E. Portland Animal Hospital	Oregon
	Shenandoah Animal Hospital	Texas
	Vet Center	Texas
	Vineyard Animal Clinic	Washington
Wilshire Animal Hospital	California	
Woodland Animal Hospital of Broken Arrow	Oklahoma	
Woodland Animal Hospital South	Oklahoma	

*For all grantors, within six months of the Effective Date, hospitals in all states except Texas, Washington and Oregon will begin using "VCA" at the beginning of the trade name listed above

(D) Financing Statements:

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
Vicar Operating, Inc.	Vicar Operating	Delaware
National PetCare Centers, Inc.	National PetCare Centers	Delaware
NPC Operations, Inc.	National PetCare Centers NPC Operations	Delaware
Adobe Animal Medical Center, Inc.	Adobe Animal Medical Center	Bernalillo County, New Mexico
All Critters Animal Hospital, Inc.	All Critters Animal Hospital	King County, Washington
Alta View Animal Hospital, Inc.	Alta View Animal Hospital	Tulsa County, Oklahoma
Animal Clinic of Kelliwood, Inc.	Animal Clinic of Kelliwood	Harris County, Texas
Animal Medical Center, Inc.	Animal Medical Center	Benton County, Washington
Benicia Veterinary Hospital, Inc.	Benicia Veterinary Hospital	Solano County, California
Buckingham Animal Hospital, Inc.	Buckingham Animal Hospital	Dallas County, Texas
Cascade Veterinary Hospital, Inc.	Cascade Veterinary Hospital	Deschutes County, Oregon
Cat Clinic of Tulsa, Inc.	Cat Clinic of Tulsa	Tulsa County, Oklahoma
College Park Animal Hospital, Inc.	College Park Animal Hospital	Orange County, California
NPC Cottage Veterinary Hospital, Inc.	NPC Cottage Veterinary Hospital	Contra Costa County, California
Crestwood Animal Hospital, Inc.	Crestwood Animal Hospital	Kern County, California
Desert View Animal Hospital and Pet Resort, Inc.	Desert View Animal Hospital and Pet Resort	Riverside County, California
East Mill Plain Animal Hospital, Inc.	East Mill Plain Animal Hospital	Clark County, Washington
Elk Grove Veterinary Hospital, Inc.	Elk Grove Veterinary Hospital	Sacramento County, California
Fairgrounds Animal Hospital, Inc.	Fairgrounds Animal Hospital	Washoe County, Nevada
Folsom Boulevard Animal Hospital, Inc.	Folsom Boulevard Animal Hospital	Sacramento County, California
Greenback Pet Resort, Inc.	Greenback Pet Resort	Sacramento County, California
Greenback Veterinary Hospital, Inc.	Greenback Veterinary Hospital	Sacramento County, California
Gulf Breeze Animal Hospital, Inc.	Gulf Breeze Animal Hospital	Santa Rosa County, Florida
Halecrest Veterinary Hospital, Inc.	Halecrest Veterinary Hospital	King County, Washington

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
NPC Highlands Veterinary Hospital, Inc.	NPC Highlands Veterinary Hospital	Sacramento County, California
Imperial Beach Pet Hospital, Inc.	Imperial Beach Pet Hospital	San Diego County, California
Mission Animal Hospital, Inc.	Mission Animal Hospital	Beyar County, Texas
Monte Vista Veterinary Hospital, Inc.	Monte Vista Veterinary Hospital	Contra Costa County, California
Peone Pines Veterinary Clinic, Inc.	Peone Pines Veterinary Clinic	Spokane County, Washington
Pet Care Hospital, Inc.	Pet Care Hospital	Collin County, Texas
Petville Animal Hospital, Inc.	Petville Animal Hospital	Los Angeles County, California
Rancho Animal Clinic, Inc.	Rancho Animal Clinic	Clark County, Nevada
Rogue Animal Hospital, Inc.	Rogue Animal Hospital	Jackson County, Oregon
Sacramento Animal Medical Group, Inc.	Sacramento Animal Medical Group	Sacramento County, California
South Hills Veterinary Clinic, Inc.	South Hills Veterinary Clinic	Lane County, Oregon
Total Care Animal Hospital, Inc.	Total Care Animal Hospital	Sacramento County, California
Trabuco Animal Hospital, Inc.	Trabuco Animal Hospital	Orange County, California
University Veterinary Clinic of Virginia, Inc.	University Veterinary Clinic of Virginia	Fairfax County, Virginia
Village Animal Hospital and Bird Clinic, Inc.	Village Animal Hospital and Bird Clinic	Brevard County, Florida
Westmoreland Animal Hospital, Inc.	Westmoreland Animal Hospital	Lane County, Oregon
Woodland Animal Hospital East, Inc.	Woodland Animal Hospital East	Tulsa County, Oklahoma
Woodland Animal Medical Center, Inc.	Woodland Animal Medical Center	Tulsa County, Oklahoma
Woodstock Veterinary Hospital, Inc.	Woodstock Veterinary Hospital	Multnomah County, Oregon
Arroyo PetCare Center, Inc.	All Our Pets Veterinary Hospital	Sacramento County, California
	Arroyo PetCare Center, Inc.	Orange County, California
	Aspenwood Animal Hospital	Denver County, Colorado
	Broadway Animal Hospital	San Diego County, California
	Columbia Veterinary Hospital	Columbia County, Georgia
	De Soto Animal Hospital	Dallas County, Texas
	Elmfield Veterinary Care and Pet Lodge	Denver County, Colorado
	Fort Collins Animal Hospital	Larimer County, Colorado

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
Arroyo PetCare Center, Inc.	Greenhaven Veterinary Hospital	Sacramento County, California
	Lindley Veterinary Clinic	Dallas County, Texas
	Lynnwood Veterinary Center	Snohomish County, Washington
	Metroplex Veterinary Pet Centre and Pet Lodge	Dallas County, Texas
	NPC Animal Care Clinic	Collin County, Texas
	NPC North Division Clinic	Spokane County, Washington
	NPC Vet Center	Montgomery County, Texas
	Oak Hills veterinary Hospital	Beyar County, Texas
	Pacific Avenue Veterinary Center	Pierce County, Washington
	S.E. Portland Animal Hospital	Multnomah County, Oregon
	Shenandoah Animal Hospital	Montgomery County, Texas
	Vineyard Animal Clinic	Benton County, Washington
	Wilshire Animal Hospital	Los Angeles County, California
	Woodland Animal Hospital of Broken Arrow	Tulsa County, Oklahoma
Woodland Animal Hospital South	Tulsa County, Oklahoma	

Additional Information:

<u>GRANTOR</u>	<u>LOCATION OF EQUIPMENT AND INVENTORY</u>
Vicar Operating, Inc.	No equipment or inventory
National PetCare Centers, Inc.	Corporate Office address; this location will be closed: 3540 JFK Parkway Fort Collins, CO 80525
NPC Operations, Inc.	No equipment or inventory
Adobe Animal Medical Center, Inc.	Adobe Animal Medical Center 5920 Fourth St, NW Albuquerque, NM 87107
All Critters Animal Hospital, Inc.	All Critters Animal Hospital 2834-228 th Ave. SE, Sammamish, WA 98027
Alta View Animal Hospital, Inc.	Alta View Animal Hospital 7717 East 21 st Street Tulsa, OK 74129
Animal Clinic of Kelliwood, Inc.	Animal Clinic of Kelliwood 960 S. Fry Rd., Katy, TX 77450
Animal Medical Center, Inc.	Animal Medical Center 1530 Jadwin Ave., Richland, WA 99352

GRANTOR	LOCATION OF EQUIPMENT AND INVENTORY
Arroyo PetCare Center, Inc.	Arroyo PetCare Center 1 South Pointe Lake Forest, CA 926301
Benicia Veterinary Hospital, Inc.	Benicia Veterinary Hospital 335 W. Military St. Benicia, CA 94510
Buckingham Animal Hospital, Inc.	Buckingham Animal Hospital 1861 N. Garland Ave., Ste 103 Garland, TX 75040
Cascade Veterinary Hospital, Inc.	Cascade Veterinary Hospital 61535 Highway 97, Suite 3 Bend, OR 97702
Cat Clinic of Tulsa, Inc.	Cat Clinic of Tulsa 4720 E. 51 st St. Tulsa, OK 74135
College Park Animal Hospital, Inc.	College Park Animal Hospital 5839 Ball Rd., Cypress, CA 90630
NPC Cottage Veterinary Hospital, Inc.	NPC Cottage Veterinary Hospital 1590 Boulevard Way Walnut Creek, CA 94595
Crestwood Animal Hospital, Inc.	Crestwood Animal Hospital 1131 Inyokern Rd. Ridgecrest, CA 93555
Desert View Animal Hospital and Pet Resort, Inc.	Desert View Animal Hospital and Pet Resort 71-075 Highway 111 Rancho Mirage, CA 92270
East Mill Plain Animal Hospital, Inc.	East Mill Plain Animal Hospital 9705 East Mill Plain Vancouver, WA 98664
Elk Grove Veterinary Hospital, Inc.	Elk Grove Veterinary Hospital 8640 Elk Grove Blvd. Elk Grove, CA 95624
Fairgrounds Animal Hospital, Inc.	Fairgrounds Animal Hospital 2435 Sutro St. Reno, NV 89512
Folsom Boulevard Animal Hospital, Inc.	Folsom Boulevard Animal Hospital 10131 Folsom Blvd. Rancho Cordova, CA 95670
Greenback Pet Resort, Inc.	Greenback Pet Resort 8311 Greenback Lane Fair Oaks, CA 95628
Greenback Veterinary Hospital, Inc.	Greenback Veterinary Hospital 8311 Greenback Lane Fair Oaks, CA 95628
Gulf Breeze Animal Hospital, Inc.	Gulf Breeze Animal Hospital 2727 Gulf Breeze Parkway Gulf Breeze, FL 32561
Halecrest Veterinary Hospital, Inc.	Halecrest Veterinary Hospital 16037 Aurora Avenue North Shoreline, WA 98133

GRANTOR	LOCATION OF EQUIPMENT AND INVENTORY
NPC Highlands Veterinary Hospital, Inc.	NPC Highlands Veterinary Hospital 3451 Elkhorn Blvd. North Highlands, CA 95660
Imperial Beach Pet Hospital, Inc.	Imperial Beach Pet Hospital 538 12 th Street Imperial Beach, CA 91932
Mission Animal Hospital, Inc.	Mission Animal Hospital 3810 Pleasanton Rd. San Antonio, TX 78221
Monte Vista Veterinary Hospital, Inc.	Monte Vista Veterinary Hospital 1488 Washington Blvd. Concord, CA 94521
Peone Pines Veterinary Clinic, Inc.	Peone Pines Veterinary Clinic 14717 Newport Highway Mead, WA 99021
Pet Care Hospital, Inc.	Pet Care Hospital 700 Alma Drive #143 Plano, TX 75075
Petville Animal Hospital, Inc.	Petville Animal Hospital 12108 Venice Blvd. Los Angeles, CA 90066
Rancho Animal Clinic, Inc.	Rancho Animal Clinic 3601 W. Charleston Las Vegas, NV 89102
Rogue Animal Hospital, Inc.	Rogue Animal Hospital 1455 N. Riverside Ave. Medford, OR 97501
Sacramento Animal Medical Group, Inc.	Sacramento Animal Medical Group 4990 Manzanita Ave. Carmichael, CA 95608
South Hills Veterinary Clinic, Inc.	South Hills Veterinary Clinic 4175 East Amazon Drive Eugene, OR 97405
Total Care Animal Hospital, Inc.	Total Care Animal Hospital 6418 Tupelo Dr. Citrus Heights, CA
Trabuco Animal Hospital, Inc.	Trabuco Animal Hospital 22421 El Toro Road, Ste. B Lake Forest, CA 92630
University Veterinary Clinic of Virginia, Inc.	University Veterinary Clinic of Virginia 10681 Braddock Rd. Fairfax, VA 22032
Village Animal Hospital and Bird Clinic, Inc.	Village Animal Hospital and Bird Clinic 1340 Palm Bay Rd. NE Palm Bay, FL 32905
Westmoreland Animal Hospital, Inc.	Westmoreland Animal Hospital 1748 W. 18 th St., Suite A, B, and C Eugene, OR 97402
Woodland Animal Hospital East, Inc.	Woodland Animal Hospital East 9509 E. 61 st St Tulsa, OK 74133

<u>GRANTOR</u>	<u>LOCATION OF EQUIPMENT AND INVENTORY</u>
Woodland Animal Medical Center, Inc.	Woodland Animal Medical Center 4720 E. 51 st St. Tulsa, OK 74135
Woodstock Veterinary Hospital, Inc.	Woodstock Veterinary Hospital 4835 SE Woodstock Portland, OR 97206
Arroyo PetCare Center, Inc.	All Our Pets Veterinary Hospital 1413 60 th St. Sacramento, CA 95806
	Animal Care Clinic 4040 Park Blvd., Plano, TX 75093
	Arroyo PetCare Center 1 South Pointe Lake Forest, CA 926301
	Aspenwood Animal Hospital 1290 S. Colorado Blvd. Denver, CO 80246
	Broadway Animal Hospital 380 Broadway El Cajon, CA 92021
	Columbia Veterinary Hospital 4291 Washington Road Evans, Georgia 30809
	De Soto Animal Hospital 200 North Hampton Road De Soto, TX 75115
	AND
	201 N. Lyndalyn De Soto, TX 75115
	Elmfield Veterinary Care and Pet Lodge 2658 W. Florida Ave., Denver, CO 80219
	Fort Collins Animal Hospital 344 E. Foothills Pkwy, Suite 22 Fort Collins, CO 80525
	Greenhaven Veterinary Hospital 1 Valine Court Sacramento, CA 95831
	Lindley Veterinary Clinic 8518 Plano Rd. Dallas, TX 75238-2560
	Lynnwood Veterinary Center 4425 - 164 th Street SW Lynnwood, WA 98037
Metroplex Veterinary Pet Centre and Pet Lodge North Division Clinic 8714 N. Division St. Spokane, WA 99218	

<u>GRANTOR</u>	<u>LOCATION OF EQUIPMENT AND INVENTORY</u>
Arroyo PetCare Center, Inc.	Oak Hills Veterinary Hospital 6614 Southpoint San Antonio, TX 78229
	Pacific Avenue Veterinary Center 18175 Pacific Ave. Spanaway, WA 98387
	S.E. Portland Animal Hospital 13830 SE Stark Street Portland, OR 97233
	Shenandoah Animal Hospital 120 Shenandoah Drive Spring, TX 77381
	Vet Center 435 Rayford Rd. Spring, TX 77386
	Vineyard Animal Clinic 1021 West 4 th Avenue Kennewick, WA 99336
	Wilshire Animal Hospital 2421 Wilshire Blvd. Santa Monica, CA 90403
	Woodland Animal Hospital of Broken Arrow 2106 W. Detroit Broken Arrow, OK 74012
	Woodland Animal Hospital South 7833 E. 71 st St Tulsa, OK 74133

Additional Information:

Pledged Stock:

1. Vicar Operating, Inc. is pledging 100% of the outstanding capital stock of National PetCare Centers, Inc.
2. National PetCare Centers, Inc. is pledging 100% of the outstanding capital stock of NPC Operations, Inc.
3. NPC Operations, Inc. is pledging 100% of the outstanding capital stock of the following entities:

- Adobe Animal Medical Center, Inc.
- All Critters Animal Hospital, Inc.
- Alta View Animal Hospital, Inc.
- Animal Clinic of Kelliwood, Inc.
- Animal Medical Center, Inc.
- Arroyo PetCare Center, Inc.
- Benicia Veterinary Hospital, Inc.

Buckingham Animal Hospital, Inc.
Cascade Veterinary Hospital, Inc.
Cat Clinic of Tulsa, Inc.
College Park Animal Hospital, Inc.
NPC Cottage Veterinary Hospital, Inc.
Crestwood Animal Hospital, Inc.
Desert View Animal Hospital and Pet Resort,
Inc.
East Mill Plain Animal Hospital, Inc.
Elk Grove Veterinary Hospital, Inc.
Fairgrounds Animal Hospital, Inc.
Folsom Boulevard Animal Hospital, Inc,
Greenback Pet Resort, Inc.
Greenback Veterinary Hospital, Inc.
Gulf Breeze Animal Hospital, Inc.
Halecrest Veterinary Hospital, Inc.
NPC Highlands Veterinary Hospital, Inc.
Imperial Beach Pet Hospital, Inc.
Mission Animal Hospital, Inc.
Monte Vista Veterinary Hospital, Inc.
Peone Pines Veterinary Clinic, Inc.
Pet Care Hospital, Inc.
Petville Animal Hospital, Inc.
Rancho Animal Clinic, Inc.
Rogue Animal Hospital, Inc.
Sacramento Animal Medical Group, Inc.
South Hills Veterinary Clinic, Inc.
Total Care Animal Hospital, Inc.
Trabuco Animal Hospital, Inc.
University Veterinary Clinic of Virginia, Inc.
Village Animal Hospital and Bird Clinic, Inc.
Westmoreland Animal Hospital, Inc.
Woodland Animal Hospital East, Inc.
Woodland Animal Medical Center, Inc.

Woodstock Veterinary Hospital, Inc.

Pledged Partnership Interests: None
Pledged LLC Interest: None
Pledged Trust Interests: None
Pledged Debt:

Securities Accounts/Commodities Accounts/Deposit Accounts:

See *Schedule of NPC Accounts* attached hereto. All hospital accounts will be closed immediately following the NPC Acquisition. All accounts on the attached schedule will eventually be closed, and the NPC banking structure merged into VCA's current banking structure.

Additional Information: None

<u>Name of Grantor</u>	<u>Description of Material Contract</u>
National PetCare Centers, Inc.	Lease dated January 20, 1999, for corporate office at 3540 JFK Parkway, Fort Collins, CO 80525; the corporate office will be closed and pursuant to a proposed Second Amendment to Lease dated June 1, 2004, by October 1, 2004, either (i) the lease will be bought out for \$800,000; or (ii) the property purchased and immediately sold to a third party for \$800,000.

Additional Information: None

<u>Name of Grantor</u>	<u>Description of Letters of Credit</u>
	None

Additional Information:

- (A) Copyrights: None
- (B) Copyright Licenses: See *Schedule of Software Licenses* attached hereto.
- (C) Patents: None
- (D) Patent Licenses: None
- (E) Trademarks/Trade Names: See *Schedule of Trademarks* attached hereto. In addition, trade names of animal hospitals acquired are listed below.

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
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GRANTOR	TRADE NAME	JURISDICTION
National PetCare Centers, Inc.	National PetCare Centers, Inc.	Delaware
NPC Operations, Inc.	National PetCare Centers, Inc. NPC Operations, Inc.	Delaware
Adobe Animal Medical Center, Inc.	Adobe Animal Medical Center	New Mexico
All Critters Animal Hospital, Inc.	All Critters Animal Hospital	Washington
Alta View Animal Hospital, Inc.	Alta View Animal Hospital	Oklahoma
Animal Clinic of Kelliwood, Inc.	Animal Clinic of Kelliwood (formerly "Aladdin Animal Clinic")	Texas
Animal Medical Center, Inc.	Animal Medical Center	Washington
Benicia Veterinary Hospital, Inc.	Benicia Veterinary Hospital	California
Buckingham Animal Hospital, Inc.	Buckingham Animal Hospital	Texas
Cascade Veterinary Hospital, Inc.	Cascade Veterinary Hospital	Oregon
Cat Clinic of Tulsa, Inc.	Cat Clinic of Tulsa	Oklahoma
College Park Animal Hospital, Inc.	College Park Animal Hospital	California
NPC Cottage Veterinary Hospital, Inc.	Cottage Veterinary Hospital	California
Crestwood Animal Hospital, Inc.	Crestwood Animal Hospital	California
Desert View Animal Hospital and Pet Resort, Inc.	Desert View Animal Hospital and Pet Resort	California
East Mill Plain Animal Hospital, Inc.	East Mill Plain Animal Hospital	Washington
Elk Grove Veterinary Hospital, Inc.	Elk Grove Veterinary Hospital	California
Fairgrounds Animal Hospital, Inc.	Fairgrounds Animal Hospital	Nevada
Folsom Boulevard Animal Hospital, Inc.	Folsom Boulevard Animal Hospital	California
Greenback Pet Resort, Inc.	Greenback Pet Resort	California
Greenback Veterinary Hospital, Inc.	Greenback Veterinary Hospital	California
Gulf Breeze Animal Hospital, Inc.	Gulf Breeze Animal Hospital	Florida
Halecrest Veterinary Hospital, Inc.	Halecrest Veterinary Hospital	Washington
NPC Highlands Veterinary Hospital, Inc.	Highlands Veterinary Hospital	California

GRANTOR	TRADE NAME	JURISDICTION
Imperial Beach Pet Hospital, Inc.	Imperial Beach Pet Hospital	California
Mission Animal Hospital, Inc.	Mission Animal Hospital	Texas
Monte Vista Veterinary Hospital, Inc.	Monte Vista Veterinary Hospital	California
Peone Pines Veterinary Clinic, Inc.	Peone Pines Veterinary Clinic	Washington
Pet Care Hospital, Inc.	Pet Care Hospital	Texas
Petville Animal Hospital, Inc.	Petville Animal Hospital	California
Rancho Animal Clinic, Inc.	Rancho Animal Clinic	Nevada
Rogue Animal Hospital, Inc.	Rogue Animal Hospital	Oregon
Sacramento Animal Medical Group, Inc.	Sacramento Animal Medical Group	California
South Hills Veterinary Clinic, Inc.	South Hills Veterinary Clinic	Oregon
Total Care Animal Hospital, Inc.	Total Care Animal Hospital	California
Trabuco Animal Hospital, Inc.	Trabuco Animal Hospital	California
University Veterinary Clinic of Virginia, Inc.	University Veterinary Clinic of Virginia	Virginia
Village Animal Hospital and Bird Clinic, Inc.	Village Animal Hospital and Bird Clinic	Florida
Westmoreland Animal Hospital, Inc.	Westmoreland Animal Hospital	Oregon
Woodland Animal Hospital East, Inc.	Woodland Animal Hospital East	Oklahoma
Woodland Animal Medical Center, Inc.	Woodland Animal Medical Center	Oklahoma
Woodstock Veterinary Hospital, Inc.	Woodstock Veterinary Hospital	Oregon
Arroyo PetCare Center, Inc.	All Our Pets Veterinary Hospital	California
	Animal Care Clinic	Texas
	Arroyo PetCare Center	California
	Aspenwood Animal Hospital	Colorado
	Broadway Animal Hospital	California
	Columbia Veterinary Hospital	Georgia
	De Soto Animal Hospital	Texas
	Elmfield Veterinary Care and Pet Lodge	Colorado
	Fort Collins Animal Hospital	Colorado
	Greenhaven Veterinary Hospital	California

<u>GRANTOR</u>	<u>TRADE NAME</u>	<u>JURISDICTION</u>
	Lindley Veterinary Clinic	Texas
	Lynnwood Veterinary Center	Washington
	Metroplex Veterinary Pet Centre and Pet Lodge	Texas
	North Division Clinic	Washington
	Oak Hills veterinary Hospital	Texas
	Pacific Avenue Veterinary Center (formerly "Crate Veterinary Hospital")	Washington
	S.E. Portland Animal Hospital	Oregon
	Shenandoah Animal Hospital	Texas
	Vet Center	Texas
	Vineyard Animal Clinic	Washington
	Wilshire Animal Hospital	California
	Woodland Animal Hospital of Broken Arrow	Oklahoma
	Woodland Animal Hospital South	Oklahoma

(F) Trademark Licenses: None
(G) Trade Secret Licenses: None
(H) Intellectual Property: None
(I) Collateral Matters: None
Additional Information: None

Name of Grantor

Commercial Tort Claims

None.

SCHEDULE OF NYC ACCOUNTS

See attached.


TRADEMARK

REEL: 002863 FRAME: 0803



SCHEDULE OF TRADEMARKS

See attached schedule of trademarks registrations and pending trademark registrations.

Registered Trademarks

Description	Register	Registration Date	Registration Number	Owner
Word Mark: NATIONAL PETCARE CENTERS	Supplemental	May 28, 1996	1,977,442	National PetCare Centers, Inc.
Word Mark: NPC	Principal	March 3, 1998	2,141,210	National PetCare Centers, Inc.
Design: 	Principal	March 27, 2001	2,437,806	National PetCare Centers, Inc.
This trademark has been surrendered/cancelled by NPC due to non-use of logo.				
Word Mark: NATIONAL PETCARE CENTERS	Principal	June 3, 2003	2,720,721	National PetCare Centers, Inc.

Pending Filings

Description	Filing Date	Serial Number	Owner
Word Mark with Design: NATIONAL PETCARE with Heart-Paw Design 	December 26, 2001	76/352,720	National PetCare Centers, Inc.
Design: Heart-Paw Design 	December 26, 2001	76/352,373	National PetCare Centers, Inc.
Word Mark: NPC (Section 8 & 15 mandatory 6 th year filing)	March 3, 2004	74/595,828	National PetCare Centers, Inc.

At the hospital level, most client communications utilize the above referenced logos. Some hospital do continue to use old-logos for internal communications (i.e. fax cover sheets).

SCHEDULE OF SOFTWARE LICENSES

See attached schedule Computer and Software Inventory. The attached schedule identifies the total number of software programs installed and used by the NPC entities.

Additional software licensed to National PetCare Centers, Inc.:

- Account Ability Tax Form Preparation – License No. 9990204-45033-4K21R1;
- Enterprise/Great Plains [Registration Keys Attached];
- FRx financial Reporting
- Time Value Software – Tvalue for Windows
- ESRI BIS Portfolio with 2001/2006 demographic forecasts;
 - Portfolio License Files: 40_NPC_12_05pt1.alc and 40_NPC_12_05pt2.alc
 - ESRI BIS Coder License Code: 1931355059
- 2003 MPI Add-On: Pets & Products;
 - License No. 50_NPC_12_05.alc
- ESRI BIS Portfolio with 2003/2008 demographic forecasts;
 - Portfolio License File 50_NPC_12_05.alc
- nationalpet.com domain name registration – attached;
- Cornerstone practice management software for all Company locations.

Computers & Software Inventory
April 2004

Hospital	Operating System					Account Ability 01	Account Ability 02	Acct Ability 03 Imp Mapping	Account Ability 03	Acct Ability 03 Imp Mapping	Acct Ability Client 01	Acct Ability Client 02
	00	05	2000	NT	XP							
CSO		1	49	2	2	2	1	1	1	1	2	1
CSO - Regionale												
Adobe, NM												
All Critics, WA		2	2	1	2							
All Our Pets, CA		2	2	1	2							
Alta View, OK		0	1		1							
Animal Care, TX			0		1							
Animal Med Ctr, WA			0		1							
Arroyo, CA		19	1		1							
Aspenwood, CO		2	6		2							
Berick, CA		2	1		1							
Broadway, CA		7	7		1							
Broken Arrow, OK		12	3		1							
Buckingham, TX		2	1		1							
Cascade, OR		2	2		1							
Cat Clinic, OK			2		1							
College Park, CA		1	1		1							
Columbia, GA		1	1		1							
College, CA												
Crestwood, CA												
De Soto, TX												
Desert View, CA												
East Mill Plain, WA												
Elk Grove, CA												
Elmfield, CO												
Fairgrounds, NV												
Folsom Blvd., CA												
Fort Collins, CO												
Fl. Worth, TX												
Greenback Pet, CA												
Greenback Vet, CA												
Greenhaven, CA												
Gulf Breeze, FL												
Halacrest, WA												
Highlands, CA												
Imperial Beach, CA												
Kelwood, TX												
Lindley, TX												
Lynnwood, WA												
Metroplex, TX												
Mission, TX												
Monte Vista, CA												
N. Division, WA												
Oak Hills, TX												
Pacific Avenue, WA												
Pec Ave South, WA												
Pecora Pines, WA												
Pet Care, TX												
Pewee, CA												
Rancho, NV												
Regus, OR												
S Hills, OR												
SAMG, CA												
SEPAH, OR												
Shenandoah, TX												
Total Care, CA												
Trebuco, CA												
University, VA												
Vet Center, TX												
Village, FL												
Vineyard, WA												
Westmoreland, OR												
Westside, CA												
Wishire, CA												
Woodland Central, OK												
Woodland East, OK												
Woodland South, OK												
Woodland Trails, OK												
Woodland West, OK												
Woodstock, OR												
TOTAL		33	295	103	73	78						
Installed when purchased		33	295	103	73	78						
Purch or Upgrades		-3	3	4	8	8						
Total Licenses Owned		30	298	107	81	86						

Computers & Software Inventor
April 2004

Hospital	Acct Ability Client 83	Adobe Acrobat App	Adobe Acrobat 5	Adobe Dimension	ADPPFC Payroll	Advanced IE PW Recovery	Advanced On 250 PW Recovery	Beyond Contacts	CCHelp	CCScore
CSO	2	13	2	1		1	1	1	1	1
CSO - Regionals		9								
Adobe, NM		1								
All Critics, WA										
All Our Pets, CA		1								
Alta View, OK		1								
Animal Care, TX		1								
Animal Med Ctr, WA		1								
Arroyo, CA		1								
Aspenwood, CO		1								
Berids, CA		1								
Broadway, CA		1								
Brown Arrow, OK		1								
Buckingham, TX		1								
Cascade, OR		1								
Cat Clinic, OK		1								
College Park, CA		1								
Columbia, GA		1								
College, CA		1								
Crestwood, CA		1								
De Soto, TX		1								
Desert View, CA		1								
East Mt Plain, WA		1								
Elk Grove, CA		1								
Elmfield, CO		1								
Fairgrounds, NV		1								
Folsom Blvd., CA		1								
Fort Collins, CO		1								
FL Worth, TX		1								
Greenbeck Pet, CA		1								
Greenbeck Vet, CA		1								
Greenhaven, CA		1								
Gulf Breeze, FL		1								
Halecrest, WA		1								
Highlands, CA		1								
Imperial Beach, CA		1								
Kellwood, TX		1								
Lindley, TX		1								
Lynnwood, WA		1								
Metropolis, TX		1								
Mission, TX		1								
Monte Vista, CA		1								
N. Division, WA		1								
Oak Hills, TX		1								
Pacific Avenue, WA		1								
Pac Ave South, WA		1								
Pease Pines, WA		1								
Pet Care, TX		1								
Petaluma, CA		1								
Rancho, NV		1								
Regus, OR		1								
S Hills, OR		1								
SAMC, CA		1								
SEPAH, OR		1								
Shenandoah, TX		1								
Total Care, CA		1								
Trabuco, CA		1								
University, VA		1								
Vet Center, TX		1								
Village, FL		1								
Vineyard, WA		1								
Westmoreland, OR		1								
Westside, CA		1								
Wishire, CA		1								
Woodland Central, OK		2								
Woodland East, OK		1								
Woodland South, OK		1								
Woodland Trails, OK		1								
Woodland West, OK		1								
Woodstock, OR		1								
TOTAL	2	89	2	1	1	1	1	1	1	1

Installed when purchased
Purch or Upgrades
Total Licenses Owned

Schedule 4.16

Computers & Software Inventory
April 2004

	Claris	Claris	Crystal	Dynamic Mail	Dynamic Mail	ESRI GIS	ESRI GIS	ESRI GIS	ESRI GIS	ESRI GIS	ESRI GIS	ESRI GIS
Hospital	ICA Client	MetaFrame XP	Reports	Commus.	Commus 2.0	2001	ArcView	Coder	Portfolio 03	Portfolio 4.0	Portfolio 5.0	ESSAMUP
CSO			1	2	1	1	1	1	1	1	1	1
CSO - Regionals												
Adobe, NM												
All Critics, WA												
All Our Pets, CA												
Alta View, OK												
Animal Care, TX												
Animal Med Ctr, WA												
Arroyo, CA												
Aspenwood, CO												
Banida, CA												
Broadway, CA												
Broken Arrow, OK												
Buckingham, TX												
Cascade, OR												
Cat Clinic, OK												
College Park, CA												
Columbia, GA												
College, CA												
Crestwood, CA												
De Soto, TX												
Desert View, CA												
East Mill Plain, WA												
Elk Grove, CA												
Elmfield, CO												
Fairgrounds, NV												
Folsom Blvd., CA												
Fort Collins, CO												
Fl. Worth, TX												
Greenback Pal, CA												
Greenback Vet, CA												
Greenhaven, CA												
Gulf Breeze, FL												
Helcrest, WA												
Highlands, CA												
Imperial Beach, CA												
Kellwood, TX												
Lindsay, TX												
Lynnwood, WA												
Metroplex, TX												
Mission, TX												
Monte Vista, CA												
N. Division, WA												
Oak Hills, TX												
Pacific Avenue, WA												
Pec Ave South, WA												
Pine Pine, WA												
Pet Care, TX												
Petaluma, CA												
Rancho, NV												
Rogue, OR												
S Hills, OR												
SANJO, CA												
SEPAH, OR												
Shenandoah, TX												
Total Care, CA												
Trebaca, CA												
University, VA												
Vet Center, TX												
Village, FL												
Vineyard, WA												
Westmerland, OR												
Westside, CA												
Whisper, CA												
Woodland Central, OK												
Woodland East, OK												
Woodland South, OK												
Woodland Trails, OK												
Woodland West, OK												
Woodstock, OR												
TOTAL	3	1	1	2	1	1	1	1	1	1	1	1

Installed when purchased
Purch or Upgrades
Total Licenses Owned

Schedule 4.16

Computers & Software Inventor
April 2004

Hospital	Easy Screen FastTrack FileMaker FileMaker													
	ESSAdpt	ESSCAM	ESSCDBK	ESSPCD	ESSScore	ESSgpt	ESShelp	ESSint	ESSpakt	ESSrpt	Saver WB	Schedule S	Pro 6.5	Pro 6.5
CBO	1	1	1	1	1	1	1	1	1	1	1	2	1	0
CBO - Regionals														
Adobe, NM														
All Critics, WA														
All Our Pets, CA														
Alta View, OK														
Animal Care, TX														
Animal Med Ctr, WA														
Arroyo, CA														
Aspenwood, CO														
Bentley, CA														
Broadway, CA														
Broken Arrow, OK														
Buckingham, TX														
Cascade, OR														
Cat Clinic, OK														
College Park, CA														
Columbia, GA														
College, CA														
Crestwood, CA														
De Soto, TX														
Desert View, CA														
East Hill Plain, WA														
Elk Grove, CA														
Elmfield, CO														
Fairgrounds, NV														
Folsom Blvd., CA														
Fort Collins, CO														
FL Worth, TX														
Greenback Pet, CA														
Greenback Vet, CA														
Greenhaven, CA														
Gulf Breeze, FL														
Halacrest, WA														
Highlands, CA														
Imperial Beach, CA														
Kellwood, TX														
Lindley, TX														
Lynnwood, WA														
Metroplex, TX														
Mission, TX														
Monte Vista, CA														
N. Division, WA														
Oak Hills, TX														
Pacific Avenue, WA														
Pac Ave South, WA														
Pacoma Plaza, WA														
Pet Care, TX														
Phyllis, CA														
Rancho, NV														
Rogue, OR														
S Hills, OR														
SAGE, CA														
SEPAH, OR														
Shenandoah, TX														
Total Care, CA														
Trabuco, CA														
University, VA														
Vet Center, TX														
Village, FL														
Vineyard, WA														
Westonland, OR														
Westside, CA														
Wishnie, CA														
Woodland Central, OK														
Woodland East, OK														
Woodland South, OK														
Woodland Trails, OK														
Woodland West, OK														
Woodstock, OR														
TOTAL	1	1	1	1	1	1	1	1	1	1	1	2	1	0

Installed when purchased

Purch or Upgrades

Total Licenses Owned

Schedule 4.16

Computers & Software Inventory
April 2004

Hospital	FileMaker	FileMaker	Financial	Integration	Access	Owner	Serial #	Date	Applicant or Rep	Contract #	Price	Office - Est	Office - IP - Ser	
	Pro 8	Server 5.5	Calculators	Manager										
CSO	3	1	1	4								41		
CSO - Regionals														
Adobe, NM														
All Critters, WA														
All Our Pets, CA														
Alta View, OK														
Animal Care, TX														
Animal Med Ctr, WA														
Arroyo, CA														
Aspenwood, CO														
Berids, CA														
Broadway, CA														
Broken Arrow, OK														
Buckingham, TX														
Cascade, OR														
Cat Clinic, OK														
College Park, CA														
Columbia, GA														
Cottage, CA														
Crestwood, CA														
De Soto, TX														
Desert View, CA														
East Hill Plain, WA														
Elk Grove, CA														
Elmfield, CO														
Fairgrounds, NY														
Folsom Blvd., CA														
Fort Collins, CO														
Fl. Worth, TX														
Greenback Pet, CA														
Greenback Vet, CA														
Greenhaven, CA														
Gulf Breeze, FL														
Halecrest, WA														
Highlands, CA														
Imperial Beach, CA														
Kellwood, TX														
Lindley, TX														
Lynnwood, WA														
Metroplex, TX														
Mission, TX														
Monte Vista, CA														
N. Division, WA														
Oak Hills, TX														
Pacific Avenue, WA														
Pac Ave South, WA														
Pedone Pines, WA														
Pet Care, TX														
Paville, CA														
Rancho, NV														
Rogue, OR														
S Hills, OR														
SAMG, CA														
SEPAH, OR														
Shenandoah, TX														
Total Care, CA														
Trabuco, CA														
University, VA														
Vet Center, TX														
Village, FL														
Vineyard, WA														
Westmorland, OR														
Westside, CA														
Wilshire, CA														
Woodland Central, OK														
Woodland East, OK														
Woodland South, OK														
Woodland Trails, OK														
Woodland West, OK														
Woodstock, OR														
TOTAL	3	1	1	4								13	8	
Installed when purchased												5	86	3
Purch or Upgrades													81	
Total Licenses Owned												5	147	3

Schedule 4.16

Computers & Software Inventories
April 2004

Hospital	Microsoft (MS) Version License Status (Otherwise)											
	Office - Pro	Office - Pro	Office XP - Pro	Office XP - Pro	Outlook 97	Outlook	Outlook 02	Outlook 02	Outlook 02	Outlook 02	Outlook 02	Outlook 02
CSO												
CSO - Regionals												
Adobe, NM												
All Critics, WA												
All Our Pets, CA												
Alta View, OK												
Animal Care, TX												
Animal Med Ctr, WA												
Arroyo, CA												
Aspenwood, CO												
Benicia, CA												
Broadway, CA												
Broken Arrow, OK												
Buckingham, TX												
Cascade, OR												
Cat Clinic, OK												
College Park, CA												
Columbia, GA												
Collage, CA												
Crestwood, CA												
De Soto, TX												
Desert View, CA												
East Mill Plain, WA												
Elk Grove, CA												
Elmfield, CO												
Fairgrounds, NV												
Folsom Blvd., CA												
Fort Collins, CO												
Fl. Worth, TX												
Greenback Pet, CA												
Greenback Vet, CA												
Greenhaven, CA												
Gulf Breeze, FL												
Halecrest, WA												
Highlands, CA												
Imperial Beach, CA												
Kellwood, TX												
Lindley, TX												
Lynnwood, WA												
Metroplex, TX												
Mission, TX												
Monte Vista, CA												
N. Division, WA												
Oak Hills, TX												
Pacific Avenue, WA												
Pac Ave South, WA												
Peone Pines, WA												
Pet Care, TX												
Pelville, CA												
Rancho, NV												
Rogue, OR												
S Hills, OR												
SAMG, CA												
SEPAH, OR												
Shenandoah, TX												
Total Care, CA												
Trabuco, CA												
University, VA												
Vet Center, TX												
Village, FL												
Vineyard, WA												
Westmoreland, OR												
Westside, CA												
Wilehire, CA												
Woodland Central, OK												
Woodland East, OK												
Woodland South, OK												
Woodland Trails, OK												
Woodland West, OK												
Woodstock, OR												
TOTAL												

Installed when purchased 5 29
 Purch or Upgrades 1
 Total Licenses Owned 5 29

Schedule 4.15

Computers & Software Inventories
April 2004

Hospital	Publisher	Programs	OS	CPU	Word	Mirror	Network	Norton	Novanet	Novanet	SQL Anywhere		Soft	
						Foster 2.0	Inv Master	UNITEC	WEB BU	WEB BU Server	PangulNet	Studio 8 (free)	Std 7.5	
CBO						1	2		1		1		2	1
CBO - Regionals														
Adobe, NM														
All Critics, WA														
All Our Pets, CA														
Alta View, OK														
Animal Care, TX														
Animal Med Ctr, WA														
Arroyo, CA														
Aspenwood, CO														
Bartels, CA														
Broadway, CA														
Broken Arrow, OK														
Buckingham, TX														
Cascade, OR														
Cat Clinic, OK														
College Park, CA														
Columbia, GA														
College, CA														
Crestwood, CA														
De Soto, TX														
Desert View, CA														
East Hill Plains, WA														
Elk Grove, CA														
Elmfield, CO														
Fairgrounds, NY														
Falcon Blvd., CA														
Fort Collins, CO														
Ft. Worth, TX														
Greenback Pet, CA														
Greenback Vet, CA														
Greenhaven, CA														
Gulf Breeze, FL														
Halcyon, WA														
Highlands, CA														
Imperial Beach, CA														
Kelwood, TX														
Lindsay, TX														
Lynnwood, WA														
Metropolis, TX														
Mission, TX														
Monte Vista, CA														
N. Division, WA														
Oak Hills, TX														
Pacific Avenue, WA														
Pac Ave South, WA														
Paeon Pines, WA														
Pet Care, TX														
Petaluma, CA														
Rancho, NY														
Rogers, OR														
S Hills, OR														
SAMG, CA														
SEPAH, OR														
Shenandoah, TX														
Total Care, CA														
Trabuco, CA														
University, VA														
Vet Center, TX														
Village, FL														
Vineland, WA														
Wesmoreland, OR														
Westside, CA														
Whitire, CA														
Woodland Central, OK														
Woodland East, OK														
Woodland South, OK														
Woodland Trails, OK														
Woodland West, OK														
Woodstock, OR														
TOTAL						1	2	1	1		1	1	2	1

Installed when purchased

Purch or Upgrades	5	1
Total Licenses Owned	5	1

Schedule 4.16

Computers & Software Inventory
April 2004

Hospital	Symantec		WinZip	
	pcAnywhere	WinFax Pro	WinZip	Command : Self-Extractor
CSO	17		53	1
CSO - Regionals	8		9	
Adobe, NM	8		8	
All Critics, WA	6		5	
All Our Pets, CA	7		4	
Alta View, OK	11		2	
Animal Care, TX	4		4	1
Animal Med Ctr, WA	8		8	
Arroyo, CA	6		11	
Aspenwood, CO	9		7	
Berida, CA	8		3	
Broadway, CA	9		6	
Broken Arrow, OK	5	6	2	
Buckingham, TX	5		3	
Cascade, OR	3		3	1
Cat Clinic, OK	6		1	
College Park, CA	8		2	
Columbia, GA	9		3	
Collage, CA	8		5	
Crestwood, CA	9		6	
De Soto, TX	7		2	
Desert View, CA	6		3	
East Mill Plain, WA	9		5	
Elk Grove, CA	7		2	
Elmfield, CO	10		9	
Fairgrounds, NV	8		1	
Folsom Blvd., CA	7		2	
Fort Collins, CO	12		8	
FL Worth, TX	10		5	
Greenback Pal, CA	2		1	
Greenback Val, CA	5		2	
Greenhaven, CA	9		4	
Gulf Breeze, FL	4		2	
Halecrest, WA	9		9	
Highlands, CA	7		2	
Imperial Beach, CA	8		4	
Kellwood, TX	4		2	
Lindley, TX	2		4	1
Lynnwood, WA	11		4	
Marathon, TX	19		9	
Mission, TX	4		1	
Monte Vista, CA	4		4	
N. Division, WA	11		4	
Oak Hills, TX	8		5	1
Pacific Avenue, WA	11		4	
Pac Ave South, WA			1	
Pony Pines, WA	7		3	
Pol Care, TX	3		8	
Powell, CA	5		8	
Rancho, NV	2		3	
Rogue, OR	7		7	
S Hills, OR	3		2	
SANG, CA	18		7	
SEPAH, OR	14		3	
Shenandoah, TX	3		3	
Total Care, CA	9		3	
Tribuna, CA	7		3	
University, VA	11		10	
Val Center, TX	6		6	1
Village, FL	5		3	
Vineyard, WA	9		2	
Westmoreland, OR	8		1	1
Westside, CA	3		4	
Wishrs, CA	2		2	1
Woodland Central, OK	18		11	
Woodland East, OK	19		7	
Woodland South, OK	11		10	
Woodland Trails, OK	3		2	
Woodland West, OK	3		3	
Woodstock, OR				
TOTAL	499	6	237	1

Installed when purchased

Purch or Upgrades	52	100	5
Total Licenses Owned	52	100	5

IMPORTANT — READ AND SAVE

*You need serial numbers and registration keys to use your software.
Keep this list in a safe place for future reference.*

Registration keys are provided to you, the licensee of Great Plains Software's product(s), under the condition that you agree with the following:

You acknowledge that you have carefully read and understand the Great Plains Software License Agreement included in the documentation to the software or separately provided by Great Plains Software. You agree to be bound and abide by the terms of the License Agreement and understand that Great Plains will not license its software to you except upon the terms set forth in the said License Agreement. You agree that your use of the software means that you consent to the terms of the License Agreement.

In the event you do not agree, you may not use the software and must return it to Great Plains Software.

If registration keys are printed by your serial numbers below, your software was pre-registered to you. If no registration keys are printed, you will need to register your software before installation. Call the Great Plains registration team at 800-456-0025 or 701-281-0555.

Note:

- Refer to your Installation manual for procedures and instructions on how to enter your serial numbers and registration keys.
- Your company name must be entered exactly as shown below, as your registration keys are tied to this name.
- Multi-user customers receive the same serial number for both the single- and multi-user system modules. The registration keys, however, are different.

National PetCare Centers, Ltd.
Cathy Simon
3540 John F Kennedy Pkwy
Fort Collins CO 80525-2615
970-226-6632

INVNO: 814613
INV DATE: 2-29-00

5.xx DYNAMICS REGISTRATION KEYS - 32 User
Key 1: 4D2504833C7F89
Key 2: 963A3215323477
Key 3: 9577
Key 4: AC040757
Key 5: --No Key--

Object Broker Registration key: F330C6F4A0A473EC

MODULE	VERSION	PLATFORM	SERIAL NUMBER
FAM	5.50	None	045050207080800

Source \970226632

vkbb7897

Support: 800-456-0025

Read
this first!

Nationalpet.com domain registration

76

From: Network Solutions <support@networksolutions.com>
Subject: Your Order is Confirmed
Date: October 17, 2003 9:14:13 AM MDT
To: tewan@nationalpet.com

Network Solutions

YOUR ORDER IS CONFIRMED

Dear Network Solutions Customer,

Thank you for your order and for continuing to give Network Solutions the opportunity to serve your online needs.

Here is your order confirmation:

Order Number: 149911196
Order Amount: \$90.00
Credit Card: xxxxxxxxxxxx7001

Ordered By:

Account Number: 22715250
Account Holder: National Pet Care Centers
Primary Contact: Todd Ewan (TODDEWAN)

Domain Name: NATIONALPET.COM
Term: 2 year(s)
Price: \$90.00
Exp. Date: 2006-11-10

To protect your domain name from unauthorized or accidental transfers, every domain name at Network Solutions comes with Domain Protect automatically. To edit Domain Protect at any time, please go to Account Manager: <http://www.networksolutions.com/aoff>.

Managing your account has never been easier. You can also log in to Account Manager to view all services you have, add new services or update your contact information. While you're in Account Manager, make remembering your login easier by personalizing your password -- and set up your Challenge Question so you can quickly retrieve a forgotten login.

At Network Solutions, we provide a full range of professional services to help you get started and evolve online:

Consolidate All Your Domain Names in One Place -- If you have domain names with other companies, transfer them to Network Solutions and get an additional year on top of your existing term. And, remember to protect your brand by adding new domain name registrations to your account in other extensions, like .net or .org., while they are still available.

Web Forwarding -- Have multiple domain names? Use Web Forwarding to easily point all of your domain names to one Web Site.

E-mail -- Get e-mail that means business, with no ads and your own address, like Jane@janebegets.com. Network Solutions e-mail is accessible anywhere, anytime - for only \$20 a year per e-mailbox - and comes with industry-leading spam and virus protection.

Web Site -- Can your customers find you? It's now easy and affordable to get a professional Web site starting at just \$5 a month.

Search Engine Listings -- Make sure your Web site shows up in the major search engines like MSN, LookSmart and HotBot. Get SureList (SM) today.

If you have any questions or need assistance, please e-mail us at customerservice@networksolutions.com. Or call to speak to Customer Service at 1-866-842-9676 or +1 703-742-0914 outside the U.S. and Canada.

Once again, thank you for choosing Network Solutions. We are committed to delivering high quality products and service that will help you take full advantage of the Web.

Sincerely,

Network Solutions Customer Support