

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PetSmart, Inc. / PetSmart Store Support Group / State Line Tack		04/27/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	State Line Tack LLC
<b>Street Address:</b>	1 Maplewood Drive
<b>City:</b>	Hazleton
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	18302
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: PENNSYLVANIA

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	1961600	CAMBRIDGE
Registration Number:	2138124	CAMBRIDGE ULTRA
Registration Number:	2248024	DEFY
Registration Number:	2126516	ESSEX
Registration Number:	1993596	FOXBORO
Registration Number:	1985154	NEWBURY
Registration Number:	1563361	NOTTINGHAM
Registration Number:	2193082	NOTTINGHAM
Registration Number:	2168771	NOTTINGHAM
Registration Number:	1318701	STATE LINE TACK
Registration Number:	2593320	THE BRENTWOOD

**CORRESPONDENCE DATA**

Fax Number: (570)696-3320

**900085385**

**TRADEMARK  
 REEL: 003608 FRAME: 0982**

**OP \$290.00 1961600**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 570-714-4000  
Email: msmolow@smolowlaw.com  
Correspondent Name: Mitchell A Smolow  
Address Line 1: 720 Hampton Road  
Address Line 4: Shavertown, PENNSYLVANIA 18708

ATTORNEY DOCKET NUMBER:	165-001
NAME OF SUBMITTER:	Mitchell A. Smolow
Signature:	/Mitchell A. Smolow/
Date:	08/27/2007

**Total Attachments: 6**

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## TRADEMARK ASSIGNMENT

This Trademark Assignment (this “**Assignment**”) is made as of the 27 day of April, 2007 by and between PetsUnited LLC, a Pennsylvania limited liability company (“**Assignee**”), and PetSmart Store Support Group, Inc., a Delaware corporation (“**Assignor**”).

**WHEREAS**, PetSmart, Inc, a Delaware coporation (“**Seller**”) and Assignee have entered into an Asset Purchase Agreement dated as of the date hereof (the “**Purchase Agreement**”) for the sale of certain assets related to a division of Seller referred to as “State Line Tack”, which is engaged in the business of the commercial sale of horse tack and horse supplies (the “**Transferred Assets**”);

**WHEREAS**, the Transferred Assets include the trademarks and trademark applications listed on Exhibit 1 attached hereto (the “**Trademarks**”);

**WHEREAS**, pursuant to the Purchase Agreement, Assignor has agreed to assign the Trademarks to Assignee;

**NOW THEREFORE**, the parties hereto agree as follows:

1. **Assignment.** In consideration in consideration of the mutual covenants and agreements contained in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks.

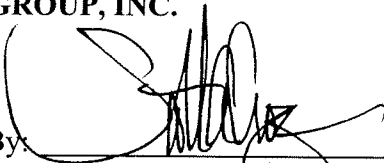
2. **Miscellaneous**

The provisions of Article 7 of the Purchase Agreement are incorporated by this reference, mutatis mutandis.

*[Signature blocks appear on the following page.]*

**IN WITNESS WHEREOF**, Assignor has caused this Assignment to be executed and delivered by its duly authorized officer as of the date first above written.

**PETSMART STORE SUPPORT  
GROUP, INC.**

By: 

Name: *Scott A. Crozier*

Title: *Senior Vice President*

## EXHIBIT 1

### A. PetSmart, Inc. Pending and Registered Trademarks for State Line Tack Division

<u>Trademark</u>	<u>Country or Other</u> <u>Jurisdiction</u>	<u>Status</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Next Renewal</u>
BRENTWOOD (THE) BRENTWOOD	New Hampshire	Registered			7740	1/11/1988	1/11/2008
BRENTWOOD	US	Registered	74/693,650	6/26/1995	2593320	7/16/2002	7/16/2012
CAMBRIDGE	Canada	Registered	772772	1/19/1995	TMA488736	1/30/1998	1/20/2013
CAMBRIDGE	New Hampshire	Registered			7738	1/11/1988	1/11/2008
CAMBRIDGE	US	Registered		10/19/1994	1961600	3/12/1996	3/12/2016
CAMBRIDGE ULTRA	Canada	Registered	793204	9/21/1995	512448	5/31/1999	5/31/2014
CAMBRIDGE ULTRA	US	Registered	74/693,876	6/26/1995	2138124	2/24/1998	2/24/2008
DEFY	US	Registered	75/192,084	11/4/1996	2248024	5/25/1999	5/25/2009
ESSEX	Canada	Registered	792186	9/8/1995	TMA507006	1/25/1999	1/25/2014
ESSEX	South Korea	Pending	40-2006-0049396	9/26/2006			
ESSEX	US	Registered	74/693,877	6/26/1995	2126516	1/6/1998	1/6/2008
FOXBORO	Canada	Registered		9/21/1995	TMA484395	10/22/1997	10/22/2012
FOXBORO	US	Registered	74/733,693	9/25/1995	1993596	8/13/1996	8/13/2006
HAMPSTEAD	New Hampshire	Registered			Missing Info	1/11/1988	1/11/2008
NEWBURY	Canada	Registered	793203	9/21/1995	493518	4/22/1998	4/22/2013
NEWBURY	New Hampshire	Registered			7735	1/11/1988	1/11/2008
NEWBURY	US	Registered		1/9/1995	1985154	7/9/1996	
NOTTINGHAM	Canada	Registered	793205	9/21/1995	TMA549686	8/10/2001	
NOTTINGHAM	New Hampshire	Registered			7743	1/11/1988	1/11/2008
NOTTINGHAM	US	Registered	73/709,217	2/3/1988	1563361	10/31/1989	10/31/2009
NOTTINGHAM	US	Registered	75/205,601	11/29/1996	2193082	10/6/1998	10/6/2008
NOTTINGHAM	US	Registered	74/692,557	6/23/1995	2168771	6/30/1998	6/30/2008

ROCKINGHAM	New Hampshire	Registered				7736	1/11/1988	1/11/2008
SAVOY	New Hampshire	Registered				7742	1/11/1988	1/11/2008
STATE LINE TACK & Design	Canada	Registered	804921	2/20/1996	TMA483624		10/6/1997	10/6/2012
STATE LINE TACK & Design	US	Registered				1318701	2/5/1985	2/5/2015
STATE LINE TACK	South Korea	Pending	45-2006-0003526	9/26/2006				

PetsUnited LLC

April 27, 2007

VIA FACSIMILE AND FIRST CLASS MAIL

PetSmart, Inc.  
19601 North 27th Avenue  
Phoenix, Arizona 85027  
Attention: Scott Crozier, Esq.  
Facsimile: (623) 580-6513

Gallagher & Kennedy, P.A.  
2575 East Camelback Road  
Phoenix, Arizona 85016-9225  
Attention: Steven T. Lawrence, Esq.  
Facsimile: (602) 530-8500

Arizona Escrow & Financial Corporation  
3700 N. 24th St., Suite 130  
Phoenix, Arizona 85016  
Facsimile: (602) 224-9393

Re: Assignment of Rights Under Agreements

Gentlemen:

On the date of this letter, PetSmart, Inc., a Delaware corporation ("Seller"), and PetsUnited LLC, a Pennsylvania limited liability company ("Buyer"), have entered into the Asset Purchase Agreement (the "Asset Purchase Agreement"), the Transition Services Agreement (the "Transition Services Agreement") and, together with Arizona Escrow & Financial Corporation, the Escrow Agreement (the "Escrow Agreement"). The Asset Purchase Agreement, the Transition Services Agreement and the Escrow Agreement are collectively referred to in this letter as the "Agreements".

This letter is written notice to Seller pursuant to the Agreements as follows:

Buyer hereby assigns its rights under the Agreements to State Line Tack LLC, a Pennsylvania limited liability company ("Assignee"), an entity owned and controlled by Buyer, effective on delivery of this written notice of assignment to Seller.

Assignee hereby accepts and agrees to the assignments set forth in the preceding paragraph.

Assignment of Rights Under Agreements

April 27, 2007

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Buyer acknowledges that such assignments shall not relieve Buyer of any liabilities or obligations of Buyer under the Agreements.

Very truly yours,

PetsUnited LLC

Signature:

Printed Name: CARLO TABIBI

Title: PRESIDENT

Accepted and agreed as of the date of this letter.

State Line Tack LLC

Signature:

Printed Name: CARLO TABIBI

Title: PRESIDENT

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