

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Whole Pets, Inc.		12/17/2012
			Entity Type
			CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	Petco Animal Supplies Stores, Inc.		
Street Address:	9125 Rehco Road		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85294515	WHOLE PETS
CORRESPONDENCE DATA			
Fax Number:	8585094010		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	858-509-4071		
Email:	sdipdocket@pillsburylaw.com		
Correspondent Name:	Michelle L. Mehok		
Address Line 1:	12255 El Camino Real, Suite 300		
Address Line 4:	San Diego, CALIFORNIA 92130		
NAME OF SUBMITTER:	Michelle L. Mehok		
Signature:	/michelle mehok/		
Date:	12/17/2012		
Total Attachments: 3 source=TrademarkAssignment#page1.tif source=TrademarkAssignment#page2.tif source=TrademarkAssignment#page3.tif			

CH \$40.00 85294515

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement") is made and entered into as of the date both parties have executed this Agreement (the "Effective Date"), by and between WHOLE PETS, INC., a Colorado corporation ("Assignor"), and PETCO ANIMAL SUPPLIES STORES, INC., a Delaware corporation ("Assignee").

Assignor has agreed to sell and assign to Assignee its rights, title and interests in: (i) United States Trademark Registration No. 3808922 for the trademark WHOLE PETS for "Dog food and treats; cat food and treats" in Class 31, having a first use date and first use in commerce date of February 15, 2008, and "Retail store services, on-line retail store services, and operating an on-line shopping site for pet foods and supplies, namely, natural pet food and treats, pets supplies, including beds, garments, toys, and grooming products" in Class 35, having a first use date of November 12, 2001 and first use in commerce date of December 15, 2001, registered on June 29, 2010; and (ii) United States Trademark Application Serial No. 85294515 for the trademark WHOLE PETS for "Educational services to support and promote the health, welfare and care of animals, namely conducting instructional programs, seminars, workshops, and arranging contests in the field of the humane treatment of animals, nutrition, exercise, grooming and living conditions and distribution of printed materials in connection therewith in hard copy or electronic format on the same topics" in Class 41 based on intent to use, filed on April 13, 2011 (collectively "the Trademarks").

Assignor owns all right, title, and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, its successors, assigns, and legal representatives, the entire, full and exclusive right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks and any applications and/or registrations therefor, and the right (but not the obligation) to assert the Trademarks and to collect for all past, present and future infringements, and claims for damages and the proceeds thereof, including, without limitation,

license royalties and proceeds of infringement suits, and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have occurred or may occur.

IN TESTIMONY WHEREOF, the Assignment has been duly executed by authorized representatives of the Parties as of the day written above.

**SELLER:**

WHOLE PETS, INC.,  
a Colorado corporation

By: Carol Kuzdek  
Name: Carol Kuzdek  
Title: President

Date: 12-10-12

**PURCHASER:**

PETCO ANIMAL SUPPLIES STORES, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Michael E. Foss  
Title: President

Date: \_\_\_\_\_

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WHOLE PETS, INC.,  
a Colorado corporation

By: \_\_\_\_\_  
Name: Carol Kuzdek  
Title: President

Date: \_\_\_\_\_

**PURCHASER:**

PETCO ANIMAL SUPPLIES STORES, INC.,  
a Delaware corporation

By: Michael E Foss  
Name: Michael E. Foss  
Title: President

Date: 12/17/12