

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WELLS FARGO BANK, NATIONAL ASSOCIATION, AS COLLATERAL AGENT		04/19/2013	BANK: UNITED STATES

RECEIVING PARTY DATA

Name:	PETCO ANIMAL SUPPLIES, INC.
Street Address:	9125 REHCO ROAD
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

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: 43

Property Type	Number	Word Mark
Registration Number:	2164433	VETCO
Registration Number:	1941996	AQUATIC GARDENS
Registration Number:	1910822	AVIAN SELECT
Registration Number:	3181627	BACKYARD SANCTUARY
Registration Number:	2004654	BONE BUDDIES
Registration Number:	2795985	BOTTOMLESS BOWL
Registration Number:	2831842	COLLAPSI-BOWL

Registration Number:	1607957	
Registration Number:	3854187	
Registration Number:	3163308	DICKENS' CLOSET
Registration Number:	3670279	DICKENS' CLOSET
Registration Number:	1884615	FINISHING TOUCH
Registration Number:	3742916	FINISHING TOUCH
Registration Number:	2416808	FRESH BREATH
Serial Number:	77907687	GENERATION NATURAL PET
Serial Number:	85117738	HEALTHIER PETS. HAPPIER PEOPLE. BETTER W
Serial Number:	77907645	HEALTHY LIVING NATURALLY BY PETCO
Serial Number:	77907675	HEALTHY LIVING NATURALLY, BY PETCO
Serial Number:	77907654	HEALTHY LIVING NATURALLY
Serial Number:	75019419	HEALTHY SELECT
Registration Number:	3187857	HEALTHY SELECT
Registration Number:	1994840	IPSD
Serial Number:	77954167	LEFT, RIGHT, CLICK
Registration Number:	1954958	PAW PALS
Registration Number:	2840705	PETCARE
Registration Number:	1979330	PET GOLD
Registration Number:	1695073	PETCO
Registration Number:	3755215	PETCO
Registration Number:	3134084	PETCO DOGGIE DAY CAMP
Registration Number:	2172931	PETCO P.A.L.S.
Serial Number:	85061124	PETCO UNLEASHED
Serial Number:	77907702	PLANET PETCO
Serial Number:	77954581	PLANET PETCO
Registration Number:	3234116	QUICK-CAGE
Registration Number:	1779046	RUFF TOYS
Registration Number:	3073880	SHED-LESS
Registration Number:	1883597	SMALL ANIMAL KINGDOM
Registration Number:	3005206	SUPREME NUTRITION
Registration Number:	3112766	THINK ADOPTION FIRST
Registration Number:	3353242	TOP DOG
Registration Number:	1982944	TOY BUDDIES
Registration Number:	2037257	WHERE THE PETS GO

77703072

UNLEASHED BY PETCO

CORRESPONDENCE DATA

Fax Number: 8668265420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 3016380511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: Attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:

CRS1-38587

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Signature:

Penelope/J./A./Agodoa

Date:

04/24/2013

Total Attachments: 11

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ADDITIONAL RECEIVING PARTY

PETCO ANIMAL SUPPLIES STORES, INC., - A DELAWARE CORPORATION
9125 Rehco Road, San Diego, California 92121

RELEASE OF TRADEMARK SECURITY INTEREST

THIS RELEASE OF TRADEMARK SECURITY INTEREST dated as of April 19, 2013 (this "*Release*"), is made by Wells Fargo Bank, National Association, as collateral agent (in such capacity, the "*Collateral Agent*") acting for the benefit of the Secured Parties.

A. Reference is made to (i) the ABL Credit Agreement, dated as of November 24, 2010 (as amended, supplemented or otherwise modified through the date hereof, the "*Existing Credit Agreement*"), among Petco Animal Supplies, Inc. (the "*Borrower*"), each subsidiary of the Borrower from time to time party thereto, the lenders from time to time party thereto, Credit Suisse AG, as administrative agent (in such capacity, the "*Administrative Agent*") and the Collateral Agent, (ii) the Pledge and Security Agreement, dated as of November 24, 2010 (as amended, supplemented, restated or otherwise modified from time to time, the "*Security Agreement*"), among the Borrower, the subsidiaries of the Borrower from time to time party thereto (together with the Borrower, the "*Grantors*") the Collateral Agent and the Administrative Agent and (iii) the ABL Trademark Security Agreement dated as of November 24, 2010 (the "*Trademark Security Agreement*"), among the Borrower, certain subsidiaries of the Borrower and the Collateral Agent. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Existing Credit Agreement, the Security Agreement or the Trademark Security Agreement, as applicable.

B. Pursuant to the Existing Credit Agreement, the Security Agreement and the Trademark Security Agreement, the Grantors granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all right, title and interest of the Grantors in the Trademarks set forth on Schedule I hereto (the "*Released Trademarks*"), which security interest was recorded with the United States Patent & Trademark Office as of December 17, 2010, at Reel/Frame 004435/0431.

C. In connection with the repayment of all Loans and other amount owing, and the termination of all Commitments, under the Existing Credit Agreement and the release of security interests under the Loan Documents, the Grantors have informed the Collateral Agent of their desire to obtain the release of all right, title and interest of the Collateral Agent, the Secured Parties and each other grantee or beneficiary in and to the Trademarks granted under the Existing Credit Agreement, the Security Agreement and the Trademark Security Agreement.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby releases all right, title and interest (including, without limitation, security interests) of the Collateral Agent in and to the Released Trademarks.

The Collateral Agent agrees to perform all further acts and execute and deliver, at the Borrower's expense, all further documents and/or instruments that may be necessary to carry out the provisions of this Release. Any execution and delivery of documents or instruments,

including this Release, shall be without recourse to, or representation or warranty by, the Collateral Agent.

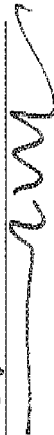
THIS RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFERREES.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Collateral Agent has duly executed this Release as of the day and year first above written.

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Collateral Agent,

by



Name: Michael C. Agre
Title: Authorized Officer

by



Name: Michael C. Agre
Title: Authorized Officer

TRADEMARK

REEL: 005013 FRAME: 0271

Schedule I

I. TRADEMARKS

See attached.



II. TRADEMARK APPLICATIONS


See attached.


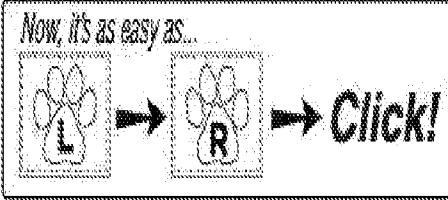
III. Trademark Licenses

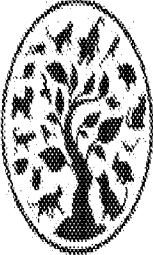
<u>Licensee</u>	<u>Licensor</u>	<u>Mark</u>	<u>Registration Number</u>
Vetco Hospitals, Inc.	Petco Animal Supplies Stores, Inc.	"VETCO", a registered trademark of PETCO	2164433


Trademarks, trademark registrations and trademark applications with USPTO

MARK	SERIAL NO. / FILING DATE	REG. NO. / Reg. Date	<u>Class(es)</u>	OWNER
1. AQUATIC GARDENS	74446228 10/12/93	1941996 12/19/95	11,16	PASI - PETCO Animal Supplies, Inc. PASSI - PETCO Animal Supplies Stores, Inc.
2. AVIAN SELECT	74522280 05/09/94	1910822 08/08/95	21,28,31	PASI
3. BACKYARD SANCTUARY	78467457 08/13/04	3181627 12/05/06	31	PASI
4. BONE BUDDIES	74469150 12/13/93	2004654 10/01/96	18,31	PASI
5. BOTTOMLESS BOWL	78039341 12/14/00	2795985 12/16/03	35	PASI
6. COLLAPSI-BOWL	78156400 08/21/02	2831842 04/13/04	21	PASI
7. 	74006754 12/01/89	1607957 07/31/90	3,5,31,42	PASI
8. 	77335711 11/21/07	3854187 09/28/10	5,7,11,18,21,25,28,31,35	PASSI
9. DICKEN'S CLOSET	78157407 08/23/02	3163308 10/24/06	18	PASI

MARK	SERIAL NO. / FILING DATE	REG. NO. / Reg. Date	<u>Class(es)</u>	OWNER
				PASI - PETCO Animal Supplies, Inc. PASSI - PETCO Animal Supplies Stores, Inc.
10. DICKEN'S CLOSET	77413511 03/05/08	3670279 08/18/09	18	PASSI
11. FINISHING TOUCH	74326884 10/30/92	1884615 03/21/95	8,21	PASI
12. FINISHING TOUCH	77406775 02/26/08	3742916 01/26/10	8,21	PASSI
13. FRESH BREATH	75562019 09/30/98	2416808 01/02/01	28	PASI
14. GENERATION NATURAL PET	77907687 01/08/10		5,16,18,21,28,31,35	PASSI
15. HEALTHIER PETS. HAPPIER PEOPLE. BETTER WORLD.	85117738 8/27/10		42	PASSI
16. 	77907645 01/08/10		5,18,21,28,31,35	PASSI
17. HEALTHY LIVING NATURALLY, BY PETCO	77907675 01/08/10		5,18,21,28,31,35	PASSI
18. HEALTHY LIVING NATURALLY	77907654 01/08/10		5,18,21,28,31,35	PASSI
19. HEALTHY SELECT	75019419 11/14/95	2155254 05/05/98	31	PASI

MARK	SERIAL NO. / FILING DATE	REG. NO. / Reg. Date	<u>Class(es)</u>	OWNER
				PASI - PETCO Animal Supplies, Inc. PASSI - PETCO Animal Supplies Stores, Inc.
20. HEALTHY SELECT	78257223 06/02/03	3187857 12/19/06	31	PASI
21. 	74650684 03/23/95	1994840 08/20/96	42	PASI
22. LEFT, RIGHT, CLICK	77954167 03/09/10		18	PASSI
23. 	77954167 03/09/10		18	PASSI
24. PAW PALS	74650683 03/23/95	1954958 02/06/96	28	PASI
25. PETCARE	76205646 02/06/01	2840705 05/11/04	36	PASI
26. PET GOLD	74608956 12/09/94	1979330 06/11/96	3,5,31	PASI
27. PETCO	74157241	1695073	42	PASI

MARK	SERIAL NO. / FILING DATE	REG. NO. / Reg. Date	<u>Class(es)</u>	OWNER
	04/15/91	06/16/92		PASI - PETCO Animal Supplies, Inc. PASSI - PETCO Animal Supplies Stores, Inc.
28. PETCO	77321861 11/05/07	3755215 03/02/10	5,7,11,16,18,21,25,28,31,35,3 6,41	PASSI
29. PETCO DOGGIE DAY CAMP	78487976 09/22/04	3134084 08/22/06	43	PASI
30. PETCO P.A.L.S.	75312559 06/20/97	2172931 07/14/98	35	PASI
31. PETCO UNLEASHED	85061124 6/11/10		35, 41	PASSI
32. PLANET PETCO	77907702 01/08/10		5,7,11,16,18,21,25,28,35,41	PASSI
 PLANET PETCO	77954581 03/09/10		5,7,11,16,18,21,25,28,35,41	PASSI
33.				
34. QUICK-CAGE	78176127 10/18/02	3234116 04/24/07	21	PASI
35. RUFF TOYS	74325127 10/21/92	1779046 06/29/93	28	PASI
36. SHED-LESS	76227848 03/21/01	3073880 03/28/06	44	PASI

MARK	SERIAL NO. / FILING DATE	REG. NO. / Reg. Date	<u>Class(es)</u>	OWNER
37. 	74396980 05/28/93	1883597 03/14/95	18,21,28	PASI - PETCO Animal Supplies, Inc. PASSI - PETCO Animal Supplies Stores, Inc.
38. SUPREME NUTRITION	78243336 04/29/03	3005206 10/04/05	31	PASI
39. THINK ADOPTION FIRST	78416965 05/11/04	3112766 07/04/06	45	PASI
40. TOP DOG	78405952 04/21/04	3353242 12/11/07	35	PASI
41. TOY BUDDIES	74536698 06/13/94	1982944 06/25/96	28	PASI
42. VETCO	75083837 04/04/96	2164433 06/09/98	42	PASI
43. WHERE THE PETS GO	75083836 04/04/96	2037257 02/11/97	42	PASI
44. UNLEASHED BY PETCO	77703072 03/31/09		35,41	PASSI

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