

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM370591

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association		01/26/2016	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Petco Animal Supplies, Inc.		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	CORPORATION: DELAWARE		
Name:	Petco Wellness, LLC		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	Petco Animal Supplies Stores, Inc.		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	CORPORATION: DELAWARE		
Name:	Petco Support Services, LLC		
Street Address:	10850 Via Frontera		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92127		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 179			
Property Type	Number	Word Mark	
Registration Number:	4590533	ALGAE DROPS	
TRADEMARK			

Property Type	Number	Word Mark
Registration Number:	3592689	ANTIOXITABS
Registration Number:	3149105	ARRIVE ALIVE, STAY ALIVE
Registration Number:	3166919	CATERED PET
Registration Number:	3154094	COLLECTOR'S CORNER
Registration Number:	3267138	COUNTRY CLASSIC DINNERS
Registration Number:	3417098	COZY CUBE
Registration Number:	2903737	COZY CUSHION
Registration Number:	3785825	CRAN HEALTH
Registration Number:	2357734	CUTSTOP
Registration Number:	3011415	DENTAL CLENS
Registration Number:	2196678	DIS-TASTE
Registration Number:	3154091	DIVER'S DEN
Registration Number:	2524313	DOCTORS FOSTER & SMITH
Registration Number:	3283887	DOCTORS FOSTER AND SMITH
Serial Number:	86370420	DOCTORS FOSTER AND SMITH DESIGNER PET CO
Serial Number:	86391737	DOCTORS FOSTER AND SMITH OVEN-BAKED CRUN
Registration Number:	4685755	DOCTORS FOSTER AND SMITH PREMIUM SPECIAL
Registration Number:	3016954	DRS. FOSTER & SMITH SIGNATURE SERIES
Registration Number:	4709372	DRS. FOSTER & SMITH SIGNATURE SERIES
Registration Number:	2683524	DRS. FOSTER SMITH
Registration Number:	2687932	DURA-RUFF
Registration Number:	3638558	DURA-RUFF
Registration Number:	3388351	DURA-RUFF
Registration Number:	2315968	DURA-RUFF
Registration Number:	3008949	EAR CLENS
Registration Number:	3621942	ECOCUBE
Registration Number:	3654586	EYE CLENS
Registration Number:	2571207	FELINE FANTASIA
Registration Number:	2879146	FERRET STORE
Registration Number:	2832011	FLYING FISH EXPRESS
Registration Number:	3868635	FOSTER AND SMITH AQUATICS
Registration Number:	2257141	GORILLA TOUGH
Registration Number:	3263426	HEALTHY SNAX
Registration Number:	2725357	JOINT GUARD
Registration Number:	3704653	KOI KITCHEN
Registration Number:	2845674	LAWN GUARD
Registration Number:	2683523	LIVE AQUARIA
Registration Number:	3510286	LIVERSNAX

Property Type	Number	Word Mark
Registration Number:	2833858	MIRACLELOFT
Registration Number:	3112838	ODORLOGIC
Registration Number:	2467217	PET DEN
Registration Number:	3089891	PHOSPURE
Registration Number:	2533421	PIDDLE PADS
Registration Number:	2098489	PREMIER SYSTEM
Registration Number:	3654587	PREMIER SYSTEM
Registration Number:	3662500	PREMIUM PLUS
Registration Number:	2488946	PRO-WORMER.2
Registration Number:	4508163	SCRUBBIES
Registration Number:	3496904	SEPTI-SOOTHE
Registration Number:	3489966	SEPTI-SOOTHE
Registration Number:	1975022	SHOW EYES
Registration Number:	3417086	SIGNATURE
Registration Number:	2263529	SLUMBER NEST
Registration Number:	3011416	SOOTHING MIST
Registration Number:	3057637	TASTY SNACKS
Registration Number:	3563881	THE FERRET STORE
Registration Number:	3526079	THE FREE SHIPPING PET PHARMACY
Registration Number:	3687776	THE FREE SHIPPING VETERINARY PHARMACY
Registration Number:	2930507	THEFERRET STORE.COM
Registration Number:	3086596	TRAIN-WELL
Registration Number:	2741614	ULTRA-CALM
Registration Number:	3716817	ULTRA-CALM
Registration Number:	1976696	VITACAL
Registration Number:	2028313	VITACAPS
Registration Number:	2108127	VITACOAT
Registration Number:	2746870	WALK-N-LEAD
Registration Number:	3407983	WATER REPAIR
Registration Number:	3182117	WATERGARDEN OUTFITTERS
Serial Number:	86571681	\$1 PER GALLON WITH PALS REWARDS
Serial Number:	86510297	AFFORDABLE. QUALITY. CARE.
Serial Number:	86350397	AMERICAN JERKY FINEST AMERICAN INGREDIEN
Serial Number:	86350417	AMERICAN PRIME CUTS FINEST AMERICAN INGR
Serial Number:	86350431	AMERICAN RAWHIDE FINEST AMERICAN INGREDI
Serial Number:	86121778	BOND & CO.
Serial Number:	86397703	FEED YOURS, FEED MANY
Serial Number:	86495660	FREE TO FLEX

Property Type	Number	Word Mark
Serial Number:	86255372	FRESH HOME
Serial Number:	86014921	GOOD 2 GO
Serial Number:	86330039	GOOD 2 GO
Registration Number:	4617010	GOOD TO GO
Registration Number:	4709165	GOOD LOVIN'
Serial Number:	86014891	HARMONY
Serial Number:	86245001	IMAGITARIUM
Serial Number:	86256758	IMPRESO EN PAPEL RECICLADO RECICLAME POR
Serial Number:	86457696	INCREDIBLE AQUATICS EVENT
Serial Number:	86260746	JOY.LOVE.PETS.
Registration Number:	4709166	LEAPS & BOUNDS
Serial Number:	86352394	LEAPS & BOUNDS
Serial Number:	86503502	LO QUE COMEN SI IMPORTA.
Serial Number:	86346375	LOVE YOU BACK
Serial Number:	86550801	MONDAY NIGHT RAW
Serial Number:	86628813	MAKE A CHANGE AND SEE THEM THRIVE.
Registration Number:	4487909	PALS REWARDS
Serial Number:	86650755	PAW IMPRESSIONS
Serial Number:	86666225	PAW IMPRESSIONS
Serial Number:	85925251	PET FANS COLLECTION
Serial Number:	85982873	PET FANS COLLECTION
Serial Number:	86653879	PETCONOW
Serial Number:	86255613	PLEASE RECYCLE ME
Serial Number:	86255618	PRINTED ON RECYCLED PAPER PLEASE RECYCLE
Serial Number:	86256742	RECICLAME POR FAVOR
Serial Number:	86550790	RUFFTECH
Registration Number:	4725272	SAVORFULLS
Serial Number:	86014934	SO PHRESH
Registration Number:	4524617	SOMETHING NEW TO WAG ABOUT
Serial Number:	86124471	THE POWER OF TOGETHER
Registration Number:	4528154	THINK ADOPTION FIRST
Serial Number:	86386601	TIME FOR JOY
Serial Number:	86014881	TREAT ME WELL
Serial Number:	86260759	UNWRAP JOY
Serial Number:	86510308	VETCO
Serial Number:	86510313	
Serial Number:	86521589	VETCO
Serial Number:	86628840	WE DESERVE A LONGER, FULLER LIFE TOGETHE

Property Type	Number	Word Mark
Serial Number:	86346369	WELL & GOOD
Serial Number:	86501153	WHAT WE FEED THEM MATTERS.
Serial Number:	86594310	WHEN WE FEED THEM BETTER, OUR COMPANIONS
Serial Number:	86121806	YOU & ME
Serial Number:	86139538	PETPASS
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:	1908981	BOW WOW BUY!
Serial Number:	85731067	BOWLMATES
Registration Number:	4111314	
Serial Number:	85592614	BUSTER
Registration Number:	1607957	
Serial Number:	85634190	
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:	4032480	GOURMET TAILS
Serial Number:	85487502	HAMSTER BALL DERBY
Registration Number:	4179996	HEALTHIER PETS. HAPPIER PEOPLE. BETTER W
Serial Number:	77907675	HEALTHY LIVING NATURALLY, BY PETCO
Registration Number:	2155254	HEALTHY SELECT
Registration Number:	3187857	HEALTHY SELECT
Registration Number:	1994840	IPSD
Registration Number:	4080630	LEFT, RIGHT, CLICK
Registration Number:	3975525	NOW, IT'S AS EASY AS...L R CLICK!
Registration Number:	4197488	MEET THE CRITTERS
Registration Number:	1954958	PAW PALS
Registration Number:	1979330	PET GOLD
Registration Number:	2876909	PETPEOPLE
Registration Number:	3755215	PETCO
Serial Number:	85682758	PETCO 360
Registration Number:	4079535	PETCO CERTIFIED NUTRITION
Registration Number:	2172931	PETCO P.A.L.S.

Property Type	Number	Word Mark
Serial Number:	85061124	PETCO UNLEASHED
Registration Number:	4150579	PLANET PETCO
Registration Number:	4258029	PLANET PETCO
Registration Number:	3849058	POOCH HOTEL
Serial Number:	85731046	POUNCING PLAYLAND
Registration Number:	3234116	QUICK-CAGE
Registration Number:	4231667	REPTILE RALLY
Registration Number:	1779046	RUFF TOYS
Registration Number:	1883597	SMALL ANIMAL KINGDOM
Serial Number:	85732613	SOMETHING TO WAG ABOUT
Serial Number:	85732585	SOMETHING NEW TO WAG ABOUT
Registration Number:	3005206	SUPREME NUTRITION
Serial Number:	85731041	THE TREATERY
Serial Number:	85731626	THE TREATERY
Registration Number:	3112766	THINK ADOPTION FIRST
Registration Number:	3353242	TOP DOG
Registration Number:	1982944	TOY BUDDIES
Serial Number:	85731055	TREATS FOR PETS YOU LOVE TO LOVE!
Registration Number:	4150479	UNLEASHED BY PETCO
Registration Number:	4059832	WHERE THE PETS GO
Registration Number:	4059831	WHERE THE HEALTHY PETS GO
Serial Number:	85728307	WHOLEPET
Serial Number:	85728286	WHOLE PET
Registration Number:	3808922	WHOLE PETS
Serial Number:	85294515	WHOLE PETS
Serial Number:	85869665	WHOLEPETS

CORRESPONDENCE DATA

Fax Number: 9494754754

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

Phone: 949-451-3800

Email: skann@gibsondunn.com

Correspondent Name: Stephanie S. Kann, Senior Paralegal

Address Line 1: 3161 Michelson Drive

Address Line 2: Gibson, Dunn & Crutcher LLP

Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER: 19987-00055

NAME OF SUBMITTER: Stephanie S. Kann

SIGNATURE:	/stephanie s. kann/
DATE SIGNED:	01/26/2016
Total Attachments: 23 source=PetcoTrademark Termination#page1.tif source=PetcoTrademark Termination#page2.tif source=PetcoTrademark Termination#page3.tif source=PetcoTrademark Termination#page4.tif source=PetcoTrademark Termination#page5.tif source=PetcoTrademark Termination#page6.tif source=PetcoTrademark Termination#page7.tif source=PetcoTrademark Termination#page8.tif source=PetcoTrademark Termination#page9.tif source=PetcoTrademark Termination#page10.tif source=PetcoTrademark Termination#page11.tif source=PetcoTrademark Termination#page12.tif source=PetcoTrademark Termination#page13.tif source=PetcoTrademark Termination#page14.tif source=PetcoTrademark Termination#page15.tif source=PetcoTrademark Termination#page16.tif source=PetcoTrademark Termination#page17.tif source=PetcoTrademark Termination#page18.tif source=PetcoTrademark Termination#page19.tif source=PetcoTrademark Termination#page20.tif source=PetcoTrademark Termination#page21.tif source=PetcoTrademark Termination#page22.tif source=PetcoTrademark Termination#page23.tif	

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of January 26, 2016 (“Release”), is made by **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as collateral agent (in such capacities, the “Collateral Agent”) for the benefit of the Secured Parties that are parties to the Credit Agreement described below and **BANK OF AMERICA, N.A.**, as co-collateral agent and administrative agent (the “Administrative Agent”), in favor of **PETCO ANIMAL SUPPLIES, INC.** a Delaware corporation (the “Borrower”) and the subsidiaries of the Borrower party to the Trademark Security Agreements (as defined below) (together with the Borrower, the “Grantors”). Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Credit Agreement, Pledge and Security Agreement or Trademark Security Agreements.

WHEREAS, pursuant to (a) the ABL Credit Agreement dated as of April 19, 2013 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Borrower, the subsidiaries from time to time party thereto (the “Subsidiaries”), the lenders from time to time party thereto, the Collateral Agent and the Administrative Agent, as successor in interest to Credit Suisse AG, to which Petco Wellness, LLC, a Delaware limited liability company (“Petco Wellness”) joined by way of that certain Joinder Agreement dated as of November 7, 2014 by and among Petco Wellness, the Administrative Agent and the Collateral Agent and (b) the Pledge and Security Agreement dated as of April 19, 2013 (as amended, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), among the Borrower, the Subsidiaries, the Collateral Agent and the Administrative Agent, to which Petco Wellness joined by way of Supplement No. 2 to the Pledge and Security Agreement, dated as of November 7, 2014, the Grantors executed and delivered the Trademark Security Agreement dated as of April 19, 2013, as recorded at the United States Patent and Trademark Office (“USPTO”) on April 25, 2013 at Reel 5014 Frame 222 and the Trademark Security Agreement dated as of November 13, 2015, as recorded at the USPTO on November 25, 2015 at Reel 5676 Frame 0634 (each a “Trademark Security Agreement”, and collectively the “Trademark Security Agreements”), and the lenders made extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, pursuant to the Pledge and Security Agreement and Trademark Security Agreements, the Grantors granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all right title and interest in or to any and all of the following assets and properties then owned or at any time thereafter acquired by such Grantor or in which such Grantor then had or at any time thereafter may have acquired any right, title or interest: (a) all common law trademarks, trademark registrations and trademark applications, common law service marks, service mark registrations and service mark applications, trade names, corporate names, trade dress and logos, including those set forth on Schedule A hereto, and the goodwill of the business symbolized by the foregoing; (b) all extensions and renewals of the foregoing; (c) all income, royalties, damages and payments then or thereafter due or payable with respect thereto, including, without limitation, damages, claims and payments for past and future infringements thereof; (d) all rights to sue for past, present and future infringements of the foregoing; and (e) all rights corresponding to any of the foregoing throughout the world (the “Trademark Collateral”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, the Collateral Agent hereby absolutely and unconditionally cancels, discharges, and releases the security interest in and to the Trademark Collateral granted pursuant to the Trademark Security Agreements, and hereby reassigns to Grantors any right, title or interest they may have in the Trademark Collateral granted pursuant to the Trademark Security Agreements. The Collateral Agent authorizes the recordation of this Release with the USPTO.

[Signature Pages Follow]

**TRADEMARK
REEL: 005716 FRAME: 0220**

IN WITNESS WHEREOF, the Collateral Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Collateral Agent:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: 

Name: Lauren Murphy

Title: Vice President

Schedule A

U.S. Trademarks Subject to Security Interest

[See Attached]

U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

OWNER:


PETCO WELLNESS, LLC
 9125 REHCO ROAD
 SAN DIEGO, CALIFORNIA UNITED STATES OF AMERICA 92121

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
1	ALGAE DROPS	Petco Wellness, LLC	86157183 January 3, 2014	4590533 August 19, 2014
2	ANTIOXITABS	Petco Wellness, LLC	77396535 February 13, 2008	3592689 March 17, 2009
3	ARRIVE ALIVE, STAY ALIVE	Petco Wellness, LLC	76504842 April 7, 2003	3149105 September 26, 2006
4	CATERED PET	Petco Wellness, LLC	78634729 May 23, 2005	3166919 October 31, 2006
5	COLLECTOR'S CORNER	Petco Wellness, LLC	78760680 November 23, 2005	3154094 October 10, 2006
6	COUNTRY CLASSIC DINNERS	Petco Wellness, LLC	77000262 September 15, 2006	3267138 July 24, 2007
7	COZY CUBE	Petco Wellness, LLC	77148979 April 4, 2007	3417098 April 29, 2008
11	COZY CUSHION	Petco Wellness, LLC	76477496 December 23, 2002	2903737 November 16, 2004
12	CRAN HEALTH	Petco Wellness, LLC	77661634 February 2, 2009	3785825 May 4, 2010
13	CUTSTOP	Petco Wellness, LLC	75791234 September 2, 1999	2357734 June 13, 2000
14	DENTAL CLENS	Petco Wellness, LLC	78483659 September 14, 2004	3011415 November 1, 2005

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
15	DIS-TASTE	Petco Wellness, LLC	75293563 May 16, 1997	2196678 October 13, 1998
16	DIVER'S DEN	Petco Wellness, LLC	78760670 November 23, 2005	3154091 October 10, 2006
17	DOCTORS FOSTER & SMITH	Petco Wellness, LLC	76011177 March 28, 2000	2524313 January 1, 2002
18	DOCTORS FOSTER AND SMITH (stylized) DOCTORS FOSTER <i>and</i> SMITH	Petco Wellness, LLC	78848007 March 28, 2006	3283887 August 21, 2007
19	DOCTORS FOSTER AND SMITH DESIGNER PET COLLECTION	Petco Wellness, LLC	86370420 August 19, 2014	Pending
20	DOCTORS FOSTER AND SMITH OVEN-BAKED CRUNCHIES	Petco Wellness, LLC	86391737 September 11, 2014	Pending
21	DOCTORS FOSTER AND SMITH PREMIUM SPECIAL BLENDS	Petco Wellness, LLC	86128306 November 25, 2013	4685755 February 10, 2015
22	DRS. FOSTER & SMITH SIGNATURE SERIES	Petco Wellness, LLC	76599723 June 29, 2004	3016954 November 22, 2005
23	DRS. FOSTER & SMITH SIGNATURE SERIES	Petco Wellness, LLC	86173819 January 23, 2014	4709372 March 24, 2015
24	DRS. FOSTER SMITH	Petco Wellness, LLC	76406632 May 8, 2002	2683524 February 4, 2003
25	DURA-RUFF	Petco Wellness, LLC	76185299 December 21, 2000	2687932 February 18, 2003
26	DURA-RUFF	Petco Wellness, LLC	77605075 October 31, 2008	3638558 June 16, 2009
27	DURA-RUFF	Petco Wellness, LLC	77216226 June 26, 2007	3388351 February 26, 2008
28	DURA-RUFF	Petco Wellness, LLC	75565319 October 5, 1998	2315968 February 8, 2000




No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
29	EAR CLENS	Petco Wellness, LLC	78483667 September 14, 2004	3008949 October 25, 2005
30	ECOCUBE	Petco Wellness, LLC	77486263 May 29, 2008	3621942 May 19, 2009
31	EYE CLENS	Petco Wellness, LLC	77646777 January 9, 2009	3654586 July 14, 2009
32	FELINE FANTASIA	Petco Wellness, LLC	76221196 March 7, 2001	2571207 May 21, 2002
33	FERRET STORE	Petco Wellness, LLC	78182853 November 7, 2002	2879146 August 31, 2004
34	FLYING FISH EXPRESS	Petco Wellness, LLC	78225365 March 13, 2003	2832011 April 13, 2004
35	FOSTER AND SMITH AQUATICS	Petco Wellness, LLC	77893936 December 15, 2009	3868635 October 26, 2010
36	GORILLA TOUGH	Petco Wellness, LLC	75487798 May 19, 1998	2257141 June 29, 1999
37	HEALTHY SNAX	Petco Wellness, LLC	77045139 November 15, 2006	3263426 July 10, 2007
38	JOINT GUARD	Petco Wellness, LLC	76263763 May 29, 2001	2725357 June 10, 2003
39	KOI KITCHEN	Petco Wellness, LLC	77675824 February 23, 2009	3704653 November 3, 2009
40	LAWN GUARD	Petco Wellness, LLC	76378130 March 1, 2002	2845674 May 25, 2004
41	LIVE AQUARIA	Petco Wellness, LLC	76406631 May 8, 2002	2683523 February 4, 2003
42	LIVERSNAX	Petco Wellness, LLC	77405620 February 25, 2008	3510286 September 30, 2008
43	MIRACLELOFT	Petco Wellness, LLC	76473142 December 6, 2002	2833858 April 20, 2004
44	ODORLOGIC	Petco Wellness, LLC	78450536 July 14, 2004	3112838 July 4, 2006


No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
45	PET DEN	Petco Wellness, LLC	75827978 October 22, 1999	2467217 July 10, 2001
46	PHOSPURE	Petco Wellness, LLC	78614238 April 21, 2005	3089891 May 9, 2006
47	PIDDLE PADS	Petco Wellness, LLC	75873769 December 17, 1999	2533421 January 29, 2002
48	PREMIER SYSTEM	Petco Wellness, LLC	75204149 November 25, 1996	2098489 September 16, 1997
49	PREMIER SYSTEM	Petco Wellness, LLC	77646787 January 9, 2009	3654587 July 14, 2009
50	PREMIUM PLUS	Petco Wellness, LLC	77396516 February 13, 2008	3662500 August 4, 2009
51	PRO-WORMER.2	Petco Wellness, LLC	75827980 October 22, 1999	2488946 September 11, 2001.
52	SCRUBBIES	Petco Wellness, LLC	85969338 June 25, 2013	4508163 April 1, 2014
53	SEPTI-SOOTHE	Petco Wellness, LLC	77308267 October 19, 2007	3496904 September 2, 2008
54	SEPTI-SOOTHE	Petco Wellness, LLC	77276034 September 10, 2007	3489966 August 19, 2008
55	SHOW EYES	Petco Wellness, LLC	74692643 June 23, 1995	1975022 May 21, 1996
56	SIGNATURE (Stylized) SigNature	Petco Wellness, LLC	77145227 March 30, 2007	3417086 April 29, 2008
57	SLUMBER NEXT	Petco Wellness, LLC	75293573 May 16, 1997	2263529 July 20, 1999
58	SOOTHING MIST	Petco Wellness, LLC	78483664 September 14, 2004	3011416 November 1, 2005



No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
59	TASTY SNACKS	Petco Wellness, LLC	78566934 February 14, 2005	3057637 February 7, 2006
60	THE FERRET STORE	Petco Wellness, LLC	77487745 May 30, 2008	3563881 January 20, 2009
61	THE FREE SHIPPING PET PHARMACY	Petco Wellness, LLC	77478735 May 20, 2008	3526079 October 28, 2008
62	THE FREE SHIPPING VETERINARY PHARMACY	Petco Wellness, LLC	77609613 November 7, 2008	3687776 September 22, 2009
63	THE FERRET STORE.COM 	Petco Wellness, LLC	78197875 December 26, 2002	2930507 March 8, 2005
64	TRAIN-WELL	Petco Wellness, LLC	78491207 September 29, 2004	3086596 April 25, 2006
65	ULTRA-CALM	Petco Wellness, LLC	76453937 September 30, 2002	2741614 July 29, 2003
66	ULTRA-CALM	Petco Wellness, LLC	77662941 February 4, 2009	3716817 November 24, 2009
67	VITACAL	Petco Wellness, LLC	74692778 June 23, 1995	1976696 May 28, 1996
68	VITACAPS	Petco Wellness, LLC	74692745 June 23, 1995	2028313 January 7, 1997
69	VITACOAT	Petco Wellness, LLC	74693357 June 26, 1995	2108127 October 28, 1997
70	WALK-N-LEAD	Petco Wellness, LLC	76453936 September 30, 2002	2746870 August 5, 2003
71	WATER REPAIR	Petco Wellness, LLC	77081975 January 12, 2007	3407983 April 8, 2008
72	WATERGARDEN OUTFITTERS	Petco Wellness, LLC	78783542 January 1, 2006	3182117 December 5, 2006



OWNER:



PETCO ANIMAL SUPPLIES STORES, INC.
 9125 REHCO ROAD
 SAN DIEGO, CALIFORNIA UNITED STATES OF AMERICA 92121




No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
73	\$1 PER GALLON WITH PALS REWARDS AND DESIGN 	Petco Animal Supplies Stores, Inc.	86571681 March 20, 2015	Pending
74	AFFORDABLE. QUALITY.CARE.	Petco Animal Supplies Stores, Inc.	86510297 January 21, 2015	Pending
75	AMERICAN JERKY FINEST AMERICAN INGREDIENTS AND DESIGN 	Petco Animal Supplies Stores, Inc.	86350397 July 28, 2014	Pending
76	AMERICAN PRIME CUTS FINEST AMERICAN INGREDIENTS AND DESIGN 	Petco Animal Supplies Stores, Inc.	86350417 July 28, 2014	Pending

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
77	AMERICAN RAWHIDE FINEST AMERICAN INGREDIENTS AND DESIGN 	Petco Animal Supplies Stores, Inc.	86350431 July 28, 2014	Pending
78	BOND & CO.	Petco Animal Supplies Stores, Inc.	86121778 November 18, 2013	Pending
79	FEED YOURS, FEED MANY	Petco Animal Supplies Stores, Inc.	86397703 September 17, 2014	Pending
80	FREE TO FLEX	Petco Animal Supplies Stores, Inc.	86495660 January 5, 2015	Pending
81	FRESH HOME	Petco Animal Supplies Stores, Inc.	86255372 April 17, 2014	Pending
82	GOOD 2 GO	Petco Animal Supplies Stores, Inc.	86014921 July 19, 2013	Pending
83	GOOD 2 GO	Petco Animal Supplies Stores, Inc.	86330039 July 7, 2014	Pending
84	GOOD TO GO	Petco Animal Supplies Stores, Inc.	86208855 March 3, 2014	4617010 October 7, 2014
85	GOOD LOVIN'	Petco Animal Supplies Stores, Inc.	86121725 November 18, 2013	4709165 March 24, 2015
86	HARMONY	Petco Animal Supplies Stores, Inc.	86014891 July 19, 2013	Pending
87	IMAGITARIUM	Petco Animal Supplies Stores, Inc.	86245001 April 7, 2014	Pending

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
88	IMPRESO EN PAPEL RECICLADO RECICLAME POR FAVOR AND DESIGN 	Petco Animal Supplies Stores, Inc.	86256758 April 18, 2014	Pending
89	INCREDIBLE AQUATICS EVENT	Petco Animal Supplies Stores, Inc.	86457696 November 18, 2014	Pending
90	JOY.LOVE.PETS	Petco Animal Supplies Stores, Inc.	86260746 April 23, 2014	Pending
91	LEAPS & BOUNDS	Petco Animal Supplies Stores, Inc.	86121769 November 18, 2013	4709166 March 24, 2015
92	LEAPS & BOUNDS AND DESIGN 	Petco Animal Supplies Stores, Inc.	86352394 July 30, 2014	Pending


No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
93	LO QUE COMEN SI IMPORTA.	Petco Animal Supplies Stores, Inc.	86503502 January 14, 2015	Pending
94	LOVE YOU BACK	Petco Animal Supplies Stores, Inc.	86346375 July 23, 2014	Pending
95	MONDAY NIGHT RAW	Petco Animal Supplies Stores, Inc.	86550801 March 2, 2015	Pending
96	MAKE A CHANGE AND SEE THEM THRIVE.	Petco Animal Supplies Stores, Inc.	86628813 May 13, 2015	Pending
97	PALS REWARDS	Petco Animal Supplies Stores, Inc.	86000676 July 2, 2013	4487909 February 25, 2014
98	PAW IMPRESSIONS 	Petco Animal Supplies Stores, Inc.	86650755 June 3, 2015	Pending
99	PAW IMPRESSIONS AND DESIGN	Petco Animal Supplies Stores, Inc.	86666225 June 17, 2015	Pending
100	PET FANS COLLECTION	Petco Animal Supplies Stores, Inc.	85925251 May 7, 2013	Pending
101	PET FANS COLLECTION	Petco Animal Supplies Stores, Inc.	85982873 May 7, 2013	Pending
102	PETCONOW	Petco Animal Supplies Stores, Inc.	86653879 June 5, 2015	Pending
103	PLEASE RECYCLE ME AND DESIGN 	Petco Animal Supplies Stores, Inc.	86255613 April 17, 2014	Pending

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
104	PRINTED ON RECYCLED PAPER PLEASE RECYCLE ME AND DESIGN 	Petco Animal Supplies Stores, Inc.	86255618 April 17, 2014	Pending
105	RECICLAME POR FAVOR AND DESIGN 	Petco Animal Supplies Stores, Inc.	86256742 April 18, 2014	Pending
106	RUFFTECH	Petco Animal Supplies Stores, Inc.	86550790 March 2, 2015	Pending
107	SAVORFULLS	Petco Animal Supplies Stores, Inc.	86260229 April 23, 2014	4725272 April 21, 2015
108	SO PHRESH	Petco Animal Supplies Stores, Inc.	86014934 July 19, 2013	Pending
109	SOMETHING NEW TO WAG ABOUT	Petco Animal Supplies Stores, Inc.	85923163 May 3, 2013	4524617 May 6, 2014
110	THE POWER OF TOGETHER	Petco Animal Supplies Stores, Inc.	86124471 November 20, 2013	Pending
111	THINK ADOPTION FIRST	Petco Animal Supplies Stores, Inc.	85899956 April 10, 2013	4528154 May 13, 2014
112	TIME FOR JOY	Petco Animal Supplies Stores, Inc.	86386601 September 5, 2014	Pending

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
113	TREAT ME WELL	Petco Animal Supplies Stores, Inc.	86014881 July 19, 2013	Pending
114	UNWRAP JOY	Petco Animal Supplies Stores, Inc.	86260759 April 23, 2014	Pending
115	VETCO AND DESIGN 	Petco Animal Supplies Stores, Inc.	86510308 January 21, 2015	Pending
116	DESIGN 	Petco Animal Supplies Stores, Inc.	86510313 January 21, 2015	Pending
117	VETCO AND DESIGN (COLOR) 	Petco Animal Supplies Stores, Inc.	86521589 February 2, 2015	Pending
118	WE DESERVE A LONGER, FULLER LIFE TOGETHER.	Petco Animal Supplies Stores, Inc.	86628840 May 13, 2015	Pending
119	WELL & GOOD	Petco Animal Supplies Stores, Inc.	86346369 July 23, 2014	Pending
120	WHAT WE FEED THEM MATTERS.	Petco Animal Supplies Stores, Inc.	86501153 January 12, 2015	Pending
121	WHEN WE FEED THEM BETTER, OUR COMPANIONS THRIVE.	Petco Animal Supplies Stores, Inc.	86594310 April 10, 2015	Pending
122	YOU & ME	Petco Animal Supplies Stores, Inc.	86121806 November 18, 2013	Pending

OWNER:

PETCO SUPPORT SERVICES, LLC
9125 REHCO ROAD
SAN DIEGO, CALIFORNIA UNITED STATES OF AMERICA 92121

No.	Trademark	Owner	U.S. Serial No. / Filing Date	Registration No. / Registration Date
123	PETPASS AND DESIGN <i>PetPass</i> 	Petco Support Services, LLC	86139538 December 10, 2013	Pending

I. Trademarks

See attached Exhibit A.

II. Trademark Applications


See attached Exhibit A.


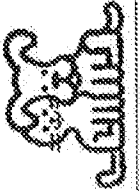
III. Trademark Licenses



<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

{{3401989}}



Exhibit A: Trademarks, trademark registrations and trademark applications with USPTO

<u>Mark</u>	<u>Serial</u>	<u>Reg. No.</u>	<u>Class(es)</u>	<u>Owner</u>
	<u>No. /</u> <u>Filing</u> <u>Date</u>	<u>/</u> <u>Reg.</u> <u>Date</u>		
1. AQUATIC GARDENS	74446228 10/12/93	1,941,996 12/19/95	11,16	Petco Animal Supplies, Inc.
2. AVIAN SELECT	74522280 05/09/94	1,910,822 08/08/95	21,28,31	Petco Animal Supplies, Inc.
3. BACKYARD SANCTUARY	78467457 08/13/04	3181627 12/5/06	31	Petco Animal Supplies, Inc.
4. BONE BUDDIES	74469150 12/13/93	2,004,654 10/01/96	18,31	Petco Animal Supplies, Inc.
5. BOW WOW BUY! (DESIGN MARK)	74489634 2/14/94	1908981 8/1/95	42	Petco Animal Supplies, Inc.
6. BOWL MATES	85731067 9/17/201 2		21, 24	Petco Animal Supplies Stores, Inc.
7. BUSTER CHARACTER DESIGN	85347168 6/15/201 1	4111314 3/13/12	35	Petco Animal Supplies Stores, Inc.
8. BUSTER	85592614 4/9/12			Petco Animal Supplies Stores, Inc.
9. 	74006754 12/01/89	1,607,957 7/31/90	3,5,31,42	Petco Animal Supplies, Inc.

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Classes</u>	<u>Owner</u>
10. 	85634190 5/24/12		35	Petco Animal Supplies, Inc.
11. 	77335711 11/21/07	3854187 9/28/10	5,7,11,16,18,21,25,28,31,35,36,41,42	Petco Animal Supplies Stores, Inc.
12. DICKEN'S CLOSET	78157407 08/23/02	3,163,308 10/24/06	18	Petco Animal Supplies, Inc.
13. DICKEN'S CLOSET	77413511 2/26/08	3670279 8/18/09	18,20,21	Petco Animal Supplies Stores, Inc.
14. FINISHING TOUCH	74326884 10/30/92	1,884,615 03/21/95	8,21	Petco Animal Supplies, Inc.
15. FINISHING TOUCH	77406775 2/26/08	3742916 1/26/10	5,21,8,35,42,44,	Petco Animal Supplies Stores, Inc.
16. GOURMET TAILS	85067574 6/21/201	4032480 9/27/201	31	Petco Animal Supplies Stores, Inc.
17. HAMSTER BALL DERBY	85487502 12/5/201		35,41	Petco Animal Supplies Stores, Inc.
18. HEALTHIER PETS. HAPPIER PEOPLE. BETTER WORLD.	85117738 8/27/10	4179996 7/24/201	42	Petco Animal Supplies Stores, Inc.
19. HEALTHY LIVING NATURALLY BY PETCO	77907675 1/8/10		5,18,21,28,31,35	Petco Animal Supplies Stores, Inc.

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Classes</u>	<u>Owner</u>
20. HEALTHY SELECT	75019419 11/14/95	2,155,254 05/05/98	31	Petco Animal Supplies, Inc.
21. HEALTHY SELECT	78257223 06/02/03	3187857 12/19/06	31	Petco Animal Supplies, Inc.
 22.	74650684 03/23/95	1,994,840 08/20/96	42	Petco Animal Supplies, Inc.
23. LEFT, RIGHT, CLICK	77954167 3/9/10	4080630 1/3/2012	18	Petco Animal Supplies Stores, Inc.
 24.	77954183 3/9/10	3975525 6/7/11	18	Petco Animal Supplies Stores, Inc.
25. MEET THE CRITTERS	85487477	4197488	35,41	Petco Animal

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Class(es)</u>	<u>Owner</u>
	12/5/201 1	8/28/201 2		Supplies Stores, Inc.
26. PAW PALS	74650683 03/23/95	1,954,958 02/06/96	28	Petco Animal Supplies, Inc.
27. PET GOLD	74608956 12/09/94	1,979,330 06/11/96	3,5,31	Petco Animal Supplies, Inc.
28. PET PEOPLE	76549974 9/22/03	2876909 8/24/04	35	Petco Animal Supplies Stores, Inc.
29. PETCO	77321861 11/05/07	3755215 3/2/10	5,7,11,16,18,21,25,28,31,35,3 6,41,42	Petco Animal Supplies Stores, Inc.
30. PETCO 360	85682758 7/20/12		35	Petco Animal Supplies Stores, Inc.
31. PETCO CERTIFIED NUTRITION	85298436 4/18/11	4079535 1/3/2012	35	Petco Animal Supplies Stores, Inc.
32. PETCO P.A.L.S.	75312559 06/20/97	2,172,931 07/14/98	35	Petco Animal Supplies, Inc.
33. PETCO UNLEASHED	85061124 6/11/10		35, 41	Petco Animal Supplies Stores, Inc.
34. PLANET PETCO	77907702 1/8/10	4150579 5/29/201 2	5,18,21,28	Petco Animal Supplies Stores, Inc.

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Class(es)</u>	<u>Owner</u>
	77954581 3/9/10	4258029 12/11/12	5,7,11,16,18,21,25,28,35,41	Petco Animal Supplies Stores, Inc.
35. PLANET PETCO™	77726674 5/1/2009	3849058 9/14/2010	43	Petco Animal Supplies Stores, Inc.
36. POOCH HOTEL	85731046 9/17/2012		35	Petco Animal Supplies Stores, Inc.
37. POUNCING PLAYLAND	78176127 10/18/02	3234116	21	Petco Animal Supplies, Inc.
38. QUICK-CAGE	85487455 12/5/2011	4231667 10/23/12	35,41	Petco Animal Supplies Stores, Inc.
39. REPTILE RALLY	74325127 10/21/92	1,779,046 06/29/93	28	Petco Animal Supplies, Inc.
40. RUFF TOYS	74396980 05/28/93	1,883,597 03/14/95	18,21,28	Petco Animal Supplies, Inc.
41. 				

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Class(es)</u>	<u>Owner</u>
42. SOMETHING TO WAG ABOUT	85732613 9/19/12		35	Petco Animal Supplies Stores, Inc.
43. SOMETHING NEW TO WAG ABOUT	85732585 9/19/2012		35	Petco Animal Supplies Stores, Inc.
44. SUPREME NUTRITION	78243336 04/29/03	3,005,206 10/04/05	31	Petco Animal Supplies, Inc.
45. THE TREATERY	85731041 9/17/2012		35	Petco Animal Supplies Stores, Inc.
46. THE TREATERY LOGO	85731626 9/18/2012		35	Petco Animal Supplies Stores, Inc.
47. THINK ADOPTION FIRST	78416965 05/11/04	3112766 7/4/06	45	Petco Animal Supplies, Inc.
48. TOP DOG	78405952 04/21/04	3353242 12/11/07	35	Petco Animal Supplies, Inc.
49. TOY BUDDIES	74536698	1982944 6/25/96	28	Petco Animal Supplies, Inc.
50. TREATS FOR PETS YOU LOVE TO LOVE!	85731055 9/17/12		35	Petco Animal Supplies Stores, Inc.
51. UNLEASHED BY PETCO	77703072 3/31/09	4150479 5/29/2012	35, 41	Petco Animal Supplies Stores, Inc.
52. VETCO	75083837	2,164,433	42	Petco Animal

<u>Mark</u>	<u>Serial No. / Filing Date</u>	<u>Reg. No. / Reg. Date</u>	<u>Class(es)</u>	<u>Owner</u>
	04/04/96	06/09/98		Supplies, Inc.
53. WHERE THE PETS GO	85298430 4/18/11	4059832 11/22/20	35	Petco Animal Supplies, Inc.
54. WHERE THE HEALTHY PETS GO	85298420 4/18/11	4059831 11/22/20	35	Petco Animal Supplies Stores, Inc.
55. WHOLEPET	85728307 9/13/12		41	Petco Animal Supplies Stores, Inc.
56. WHOLE PET	85728286 9/13/12		41	Petco Animal Supplies Stores, Inc.
57. WHOLE PETS	77470665 5/9/08	3808922 6/29/2010	31 and 35	Petco Animal Supplies Stores, Inc.
58. WHOLE PETS	85294515 4/13/2011		41	Petco Animal Supplies Stores, Inc.
59. WHOLEPETS	85869665 3/7/2013		41	Petco Animal Supplies Stores, Inc.