

RECOR



101207559

MILW 11/15/99

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

LaSalle National Bank

- Individual
- Association - National Banking Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: Petcare Plus, Inc. d/b/a Petcare Superstore
Internal Address:
Street Address: 700 North Commerce Drive
City: Aurora State: Illinois ZIP: 60504

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: Release of Security Interest

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) December 31, 1998

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,637,200

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey L. Van Hoosear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: PETCO.219GEN

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Jeffrey L. Van Hoosear
Name of Person Signing

Signature

November 9, 1999
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

11/22/1999 BNGUYEN 00000073 111410 1637200

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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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PetCo Operations Region 9 1-815-730-0154

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CHICAGO TITLE DIVISION I

P.05/06

110-21-93

**EXHIBIT "A" TO UNIFORM
COMMERCIAL CODE FINANCING STATEMENT**

Debtor: PETCARE SUPERSTORE

Secured Party: LASALLE NATIONAL BANK

Filed With: Cook County, Illinois/Real Estate Records;
Recorder of Deeds' Office

All present and future accounts, contract rights, instruments, notes, drafts, documents, chattel paper, and all other forms of obligations owing to Debtor arising out of the sale or lease of goods or the rendition of services by Debtor, whether or not earned by performance, and any and all credit, insurance, guaranties, and other security therefor, as well as all goods returned to or reclaimed by Debtor and Debtor's books and records relating to any of the foregoing. All present and hereafter acquired inventory of goods held for sale or lease, or to be furnished under a contract of service, and all present and future raw materials, work in process, finished goods, and packing and shipping materials wherever located, and any documents of title representing any of the above. All present and hereafter acquired machinery, machine tools, motors, equipment, furniture, furnishings, fixtures, motor vehicles, tools, parts, dies, jigs, goods, and all attachments, accessories, accessions, replacements, substitutions, additions, and improvements thereto wherever located. All present and future general intangibles and other personal property (including, without limitation, any and all choses or things in action, goodwill, patents, patent applications, trade names, trademarks (including any service mark), trademark and service mark applications, confidential or proprietary technical and/or business information, know-how, show-how, inventions, designs, blueprints, drawings, trade secrets, copyrights, copyright registrations, application to register copyrights, licenses, franchises, permits, purchase orders, customer lists, computer programs, computer discs, computer tapes, corporate and business records, literature, reports, catalogs, deposit accounts, tax refunds and tax refund claims). All present and future money, deposit accounts, or other assets of Debtor in which Secured Party receives a security interest or which hereafter come into possession, custody or control of Secured Party. The proceeds of any of the foregoing, including, but not limited to, accounts, contract rights, notes, drafts, instruments, general intangibles, inventory, equipment, money, deposit accounts, goods, the proceeds of insurance or other tangible or intangible property of Debtor resulting from the sale or other disposition of any of the foregoing, and the proceeds thereof. All present and future books and records pertaining to the foregoing, and the equipment containing said books and records.

DEBTOR:

PETCARE PLUS, INC., D/B/A
PETCARE SUPERSTORE

By: [Signature]
Its: [Signature]

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CHICAGO TITLE DIVISION 1

P.06/06

10-2-1-13

**EXHIBIT "B" TO UNIFORM
COMMERCIAL CODE FINANCING**

Debtor: PETCARE SUPERSTORE

Secured Party: LASALLE NATIONAL BANK

Filed With: Cook County, Illinois/Real Estate
Records; Recorder of Deeds' Office

Record Owner of Property: Amalgamated Trust & Savings Bank, as
Trustee, Trust No. 4931

Address of Property 1701 Torrence Avenue
Lansing, Illinois 60438

Legal Description:

Lots 1 through 17, and Outlots A and B, being a part of The Landings
Planned Unit Development, being a Subdivision of part of the South-
west 1/4 of Section 19, Township 16 North, Range 15 East of the Third
Principal Meridian, in Cook County, Illinois, subject to that certain
Declaration of Reciprocal Easements and Operating Covenants dated
August 16 1985, and recorded in Cook County, Illinois as Document
No. 85149007.

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TOTAL P.06

Debtor(s) (Last Name First) and address(es)

Secured Party(ies) and address(es)

PetCare Superstore
700 North Commerce Drive
Aurora, Illinois 60504

LaSalle National Bank
120 South LaSalle Street
Chicago, Illinois 60603

This Statement refers to original Financing Statement No. 93-U16583

Date Filed: October 27, 19 93 Filed with Cook County Recorder/UCC

- A. CONTINUATION.... The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective.
- B. PARTIAL RELEASE. From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the property indicated below.
- C. ASSIGNMENT..... The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below. Secured Party's rights under the financing statement bearing the file number shown above in the property indicated below.
- D. TERMINATION..... The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.
- E. AMENDMENT..... The financing statement bearing the above file number is amended.
 - To show the Secured Party's new address as indicated below;
 - To show the Debtor's new address as indicated below;
 - As set forth below:

(Signature of Debtor, if required) (Debtor)

LASALLE NATIONAL BANK (Secured Party)

Dated: December 31, 19 98

By: [Signature] Its: [Signature]
(Signature of Secured Party)

FILING OFFICER -ALPHABETICAL

This form of Financing Statement is approved by the Secretary of State.

STANDARD FORM-UNIFORM COMMERCIAL CODE-FORM UCC-3 REV. 7-74



TRADEMARK