

Form PTO-159-4
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Pet Valu Canada Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation Ontario
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: See attached
 Internal Address: _____
 Street Address: _____
 City: _____ State: _____ ZIP: _____
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____
 If assignee is not domiciled in the United States, a foreign representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional names(s) & address(s) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: November 10, 2004

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,572,264
1,563,967
 Additional numbers attached? Yes No

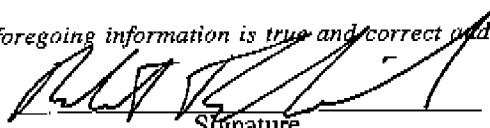
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Robert J. Schneider
 Internal Address: Chapman and Cutler LLP

 Street Address: 111 West Monroe Street

 City: Chicago State IL ZIP: 60603

6. Total number of applications and trademarks involved: 2
 7. Total fee (37 CFR 3.41)\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
50-0305
 (Attach duplicate copy of this page if paying by deposit account)
 Attorney Docket No. 1531102

DO NOT USE THIS SPACE

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.
Robert J. Schneider  December 1, 2004
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 5

MAIL DOCUMENTS TO BE RECORDED WITH REQUIRED COVER SHEET INFORMATION TO:
United States Patent and Trademark Office, Box Assignments
Washington, DC 20231

CH \$66.00 600306 1672264

Name and address of receiving parties:

Bank of Montreal
11th Floor, First Canadian Place
Toronto, Ontario M5X 1A1
Canada
a chartered bank of Canada

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60603
an Illinois banking corporation

COLLATERAL ASSIGNMENT FOR SECURITY**(Trademarks)**

WHEREAS, Pet Valu Canada Inc., a corporation organized under the laws of the Province of Ontario (herein referred to as the "**Corporation**"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in, or are the subject of pending applications for registration in, the United States Patent and Trademark Office or the Canadian Intellectual Property Office, as the case may be (collectively, the "**Trademarks**");

AND WHEREAS, the Corporation, Bank of Montreal and Harris Trust and Savings Bank (Bank of Montreal and Harris Trust and Savings Bank are collectively referred to herein as the "**Holder**") are parties to that certain debenture in the principal amount of Cdn.\$25,000,000 dated November 11, 2000 (as the same may be amended, modified or supplemented from time to time in accordance with its terms, the "**Debenture**") which secures the payment of the principal and interest and all other liability from time to time under the Debenture;

AND WHEREAS, pursuant to the Debenture, the Corporation has granted to the Holder a security interest in all right, title and interest of the Corporation in and to the Trademarks, together with the goodwill of the business symbolized thereby and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (collectively, the "**Collateral**"), to secure the payment of the principal and interest and all other liability from time to time under the Debenture;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Corporation does hereby grant to the Holder a security interest in the Collateral to secure the payment of the principal and interest and all other liability from time to time under the Debenture.

The Corporation does hereby further acknowledge and affirm that the rights and remedies of the Holder with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Debenture, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


The Corporation's address is 130 Royal Crest Court, Markham, Ontario L3R 0A1.

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IN WITNESS WHEREOF, the Corporation has caused this Collateral Assignment for Security to be duly executed by its officer thereunto duly authorized as of the 10th day of November, 2004.

PET VALU CANADA INC.

By: 
Name: Geoffrey Holt
Title: Chief Executive Officer

Address: 130 Royal Crest Court
Markham, Ontario L3R 0A1

SCHEDULE 1
COLLATERAL ASSIGNMENT FOR SECURITY

MATERIAL INTELLECTUAL PROPERTY
PET VALU CANADA INC. - CANADA

| | <u>Registration No.</u> | <u>Wares</u> | <u>Services</u> |
|-------------------|-------------------------|--------------|---|
| Trade-Mark | | | |
| PERFORMATRIN | 345,222 | pet food | |
| PET VALU | 350,089 | | (1) operation of a business engaged in the retail sale of pet food and pet supplies, (2) operation of a business engaged in the sale of fish, birds, small fur bearing animals (other than cats and dogs), feed and supplies for horses and poultry, and feed and supplies for wildlife |

PET VALU CANADA INC. - U.S.

| | <u>Registration No.</u> | <u>Wares</u> | <u>Services</u> |
|-------------------|-------------------------|--------------|---|
| Trade-Mark | | | |
| PERFORMATRIN | 1,572,264 | pet food | |
| PET VALU | 1,563,967 | | retail store services in the field of pet supplies and pet food |