

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pet Valu Canada Inc.		08/31/2009	CORPORATION: ONTARIO

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	11th Floor, First Canadian Place
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5X 1A1
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	1994009	CASEY'S CHOICE
Registration Number:	3064135	
Registration Number:	3304289	
Registration Number:	2908039	
Registration Number:	3320653	
Registration Number:	2781701	ENVIRO-LITTER
Registration Number:	2815591	FELINE CLASSIC
Registration Number:	3581311	FELINE CLASSIC
Registration Number:	3481778	FRESH 4 LIFE
Registration Number:	2091563	FLUFFY'S FAVORITE RECIPES
Registration Number:	2741666	GOURMET CUISINE
Registration Number:	1764759	HEALTH DIET
Registration Number:	3088645	HOME COOKING IN A CAN
Registration Number:	3407427	HOME PATH

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Registration Number:	2782640	KENNEL PAC DOG FOOD
Registration Number:	2851522	KENNEL PAC HI-PRO DOG FOOD
Registration Number:	2959261	KITTY'S BEST
Registration Number:	2782766	KITTY'S BEST
Registration Number:	2240074	LIFE BLEND
Registration Number:	3240646	MEWSPRINT
Registration Number:	1572264	PERFORMATRIN
Registration Number:	3571890	PERFORMATRIN EXCELLENCE IN NUTRITION A SCIENTIFICALLY BALANCED PREMIUM DIET A SCIENTIFICALLY BALANCED PREMIUM DIET
Registration Number:	3571888	PERFORMATRIN EXCELLENCE IN NUTRITION · A SCIENTIFICALLY BALANCED PREMIUM DIET · A SCIENTIFICALLY BALANCED PREMIUM DIET
Registration Number:	3661303	LIFE STAGES PERFORMATRIN CANINE HEALTH SYSTEM
Registration Number:	3489447	LIFE STAGES PERFORMATRIN FELINE HEALTH SYSTEM
Registration Number:	2144850	PERFORMATRIN NATURAL
Registration Number:	3661305	SPECIALTY CARE PERFORMATRIN CANINE HEALTH SYSTEM
Registration Number:	3489448	SPECIALTY CARE PERFORMATRIN FELINE HEALTH SYSTEM
Registration Number:	2972130	PERFORMATRIN ULTRA
Registration Number:	3254040	PERFORMATRIN ULTRA
Registration Number:	2455653	PET PROUD
Registration Number:	1980978	PET VALU
Registration Number:	2192879	PREFERRED BLEND
Registration Number:	3571818	PREFERRED BLEND
Registration Number:	3253741	SLIM CARE
Registration Number:	2204515	W B F
Registration Number:	1878961	
Registration Number:	1758881	PET VALU DISCOUNT PET FOODS & SUPPLIES
Registration Number:	2083164	PET VALU PET FOODS & SUPPLIES
Registration Number:	3406628	PET NUTRITION PLUS
Registration Number:	1563967	PET VALU
Registration Number:	3144565	PET VALU BETTER PET NUTRITION
Registration Number:	2279893	PET VALU FREQUENT CUSTOMER CLUB
Registration Number:	2430199	PET VALU MONEY
		YOUR NEIGHBORHOOD STORE WITH SUPERSTORE

TRADEMARK

REEL: 004055 FRAME: 0300

Registration Number:	2276510	PRICES
Serial Number:	77486348	FAMILYSTYLE
Serial Number:	77683303	PERFORMATRIN · EXCELLENCE IN NUTRITION · A SCIENTIFICALLY BALANCED PREMIUM DIET · A SCIENTIFICALLY BALANCED PREMIUM DIET ·
Serial Number:	77793368	SOLESCA WOODS

CORRESPONDENCE DATA

Fax Number: (312)803-5299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (312) 845-3430
Email: kalwa@chapman.com
Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 1912500

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Richard Kalwa

Signature: /richard kalwa/

Date: 09/01/2009

Total Attachments: 7
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TRADEMARK COLLATERAL AGREEMENT

This 31st day of August, 2009, Pet Valu Canada Inc. ("*Debtor*") with its principal place of business and mailing address at 7300 Warden Avenue, Suite 106, Markham, Ontario, Canada L3R 9Z6, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Bank of Montreal, a Canadian chartered bank ("*BMO*"), with its mailing address at 11th Floor, First Canadian Place, Toronto, Ontario M5X 1A1, acting as administrative agent hereunder for the Lender Parties as defined in the General Security Agreement referred to below, and its successors and assigns (BMO acting as such administrative agent and any successor(s) or assign(s) to BMO acting in such capacity being hereinafter referred to as the "*Agent*"), and grants to the Agent for the benefit of the Lender Parties a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

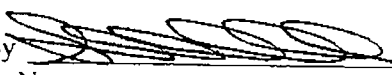
to secure the payment and performance of all Obligations of Debtor as set out in that certain General Security Agreement bearing even date herewith between Debtor and Agent, as the same may be amended, modified, or restated from time to time (the "*Security Agreement*"). All capitalized terms used herein without definition shall have the same meanings herein as such terms have in the Security Agreement.

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a grant of any security interest in any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "*Intent-To-Use Applications*"). When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

PET VALU CANADA INC.

By 
Name _____
Title _____

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, AS AGENT

By _____
Name _____
Title _____

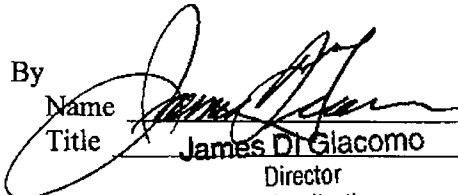
IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

PET VALU CANADA INC.

By
Name _____
Title _____

Accepted and agreed to as of the date and year last above written.

BANK OF MONTREAL, AS AGENT

By
Name  _____
Title James Di Giacomo
Director
Loan Syndications

SCHEDULE A

TO TRADEMARK COLLATERAL AGREEMENT

PET VALU CANADA INC. - (U.S. Trademarks)			
Design	Wares	Registration Date	Registration No.
CASEY'S CHOICE	dog food	August 13, 1996	1,994,009
CAT STARS AND MOON DESIGN	Pet Food	February 28, 2006	3,064,135
CAT MOON & STARS DESIGN II	pet food	October 2, 2007	3,304,289
DOG MOON AND STAR DESIGN	Pet Food	December 7, 2004	2,908,039
DOG MOON AND STARS DESIGN II	pet food	October 23, 2007	3,320,653
ENVIRO-LITTER	cat litter	November 11, 2003	2,781,701
FELINE CLASSIC	canned dry and semi moist cat food and cat treats	February 17, 2004	2,815,591
FELINE CLASSIC	cat litter	February 24, 2009	3,581,311
FRESH 4 LIFE	cat litter	August 5, 2008	3,481,778
FLUFFY'S FAVORITE RECIPES	edible products for cats, namely cat foods	August 26, 1997	2,091,563
GOURMET CUISINE	PET FOOD	July 29, 2003	2,741,666
HEALTH DIET (U.S.)	pet foods	April 13, 1993	1,764,759
HOME COOKING IN A CAN	Pet Food	May 2, 2006	3,088,645
HOME PATH & DESIGN	pet skin and coat care products, namely shampoos	April 1, 2008	3,407,427
KENNEL PAC and Design	Dog Food	November 11, 2003	2,782,640
KENNEL PAC HI-PRO DOG FOOD and Design	Dog food	June 8, 2004	2,851,522
KITTY'S BEST	cat litter	June 7, 2005	2,959,261

PET VALU CANADA INC. - (U.S. Trademarks)

Design	Wares	Registration Date	Registration No.
KITTY'S BEST and Design (Cat Cartoon Design)	cat litter	November 11, 2003	2,782,766
LIFE BLEND	dog food, bird feed	April 20, 1999	2,240,074
MEWSPRINT	cat litter	May 8, 2007	3,240,646
PERFORMATRIN	pet food	December 19, 1989	1,572,264
PERFORMATRIN EXCELLENCE IN NUTRITION – A scientifically Balanced Premium Diet & Cat in Circle Design	cat food	February 10, 2009	3,571,890
PERFORMATRIN EXCELLENCE IN NUTRITION – A scientifically Balanced Premium Diet & Dog in Circle Design	cat food (mistake made by trademarks office; wares applied for were dog food - matter is being corrected with application 77/683,303)	February 10, 2009	3,571,888
PERFORMATRIN LIFE STAGES CANINE HEALTH SYSTEM & Design	dog food	July 28, 2009	3,661,303
PERFORMATRIN LIFE STAGES FELINE HEALTH SYSTEM & Design	cat food	August 19, 2008	3,489,447
PERFORMATRIN NATURAL	dog food	March 17, 1998	2,144,850
PERFORMATRIN SPECIALTY CARE CANINE HEALTH SYSTEM & Design	dog food	July 28, 2009	3,661,305
PERFORMATRIN SPECIALTY CARE FELINE HEALTH SYSTEM & Design	cat food	August 19, 2008	3,489,448
PERFORMATRIN ULTRA	pet food	July 19, 2005	2,972,130
PERFORMATRIN ULTRA & Design	pet food	June 19, 2007	3,254,040
PET PROUD	clothing namely, t-shirts, sweat pants and hats	May 29, 2001	2,455,653

PET VALU CANADA INC. - (U.S. Trademarks)

Design	Wares	Registration Date	Registration No.
PET VALU	(1) pet toys, namely dog toys made of rubber, latex, or vinyl, and cat toys, both untreated and treated with catnip, (2) pet foods, namely dog food, cat food, rabbit food, small animal feeds, and companion bird seeds; cat litter; bird gravel	June 18, 1996	1,980,978
PREFERRED BLEND (design)	wild bird seed, wild bird food, pet food	September 29, 1998	2,192,879
PREFERRED BLEND	pet food, wild bird seed and wild bird food	February 10, 2009	3,571,818
SLIM CARE	pet food	June 19, 2007	3,253,741
WBI [®] (design)	wild bird seed and wild bird food	November 17, 1998	2,204,515

PET VALU CANADA INC. – US - PENDING Trademark Applications

DESIGN	Wares	Application Date	Application No.
FAMILYSTYLE	pet food	May 29, 2008	77/486,348
PERFORMATRIN EXCELLENCE IN NUTRITION – A scientifically Balanced Premium Diet & Dog in Circle Design	dog food	March 4, 2009	77/683,303
SOLESCA WOODS	pet food and wild bird food	July 30, 2009	77/793368

PET VALU CANADA INC. - US SERVICE TRADEMARKS

Trade-Mark	Services	Registration Date	Registration No.
BLU & RED STRIPES & design	Retail store services in the field of pet food and pet supplies.	February 14, 1995	1,878,961
PET VALU DISCOUNT PET FOODS & SUPPLIES with CAT & DOG BANNER & design	Retail store services in the field of pet food and pet supplies.	March 16, 1993	1,758,881
PET VALU PET FOODS & SUPPLIES with CAT & DOG BANNER & amended design	Retail store services in the field of pet food and pet supplies.	July 29, 1997	2,083,164
PET NUTRITION PLUS	Retail store services in the field of pet supplies and pet food	April 1, 2008	3,406,628
PET VALU	Retail store services in the field of pet supplies and pet food.	October 31, 1989	1,563,967
PET VALU BETTER PET NUTRITION	Retail store services in the field of pet supplies and pet food	September 19, 2006	3,144,565
PET VALU FREQUENT CUSTOMER CLUB	Pet food and supplies customer services.	September 21, 1999	2,279,893
PET VALU MONEY	Promoting pet food and pet supplies by a means of a frequent buyer program	February 20, 2001	2,430,199
YOUR NEIGHBORHOOD STORE WITH SUPERSTORE PRICES	Retail store services in the area of wild bird and pet food and supplies.	September 7, 1999	2,276,510