

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE AG, AS COLLATERAL AGENT		11/24/2010	AG: SWITZERLAND

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 63**

Property Type	Number	Word Mark
Registration Number:	1607957	
Registration Number:	1488868	
Registration Number:	1941996	AQUATIC GARDENS
Registration Number:	1910822	AVIAN SELECT
Registration Number:	2110947	BED BUDDIES
Registration Number:	2004654	BONE BUDDIES
Registration Number:	2795985	BOTTOMLESS BOWL
Registration Number:	2585699	CLAW PALS
Registration Number:	2831842	COLLAPSI-BOWL
Registration Number:	1884615	FINISHING TOUCH
Registration Number:	2416808	FRESH BREATH
Registration Number:	2155254	HEALTHY SELECT
Registration Number:	1994840	IPSD
Registration Number:	2121884	KITTY CITY

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Registration Number:	2697998	KRITTERZ
Registration Number:	2475980	LIL' BUDDIES
Registration Number:	2112566	MASTERS PREMIUM DIET
Registration Number:	1949610	MEWSMENTS
Registration Number:	2010621	NORTHERN BACKYARD
Registration Number:	1964307	ODOR-PLEX
Registration Number:	2087901	OOPSIE POOPSIE
Registration Number:	2091465	OOPSIE POOPSIE
Registration Number:	2646584	PAW PALS
Registration Number:	1954958	PAW PALS
Registration Number:	2682729	PET CARE
Registration Number:	1979330	PET GOLD
Registration Number:	2840705	PETCARE
Registration Number:	1695073	PETCO
Registration Number:	3134084	PETCO DOGGIE DAY CAMP
Registration Number:	2172931	PETCO P.A.L.S.
Registration Number:	2823673	PETGOLD CRYSTALS
Registration Number:	2346327	POLLY PALS
Registration Number:	2086151	PREMIUM MASTERS DIET
Registration Number:	2800600	PRO GOLD
Registration Number:	2189311	PROFILE
Registration Number:	2230150	PROFILE
Registration Number:	1779046	RUFF TOYS
Registration Number:	3073880	SHED-LESS
Registration Number:	1883597	SMALL ANIMAL KINGDOM
Registration Number:	2730698	SUPERMARKETS ARE FOR PEOPLE. PETCO IS FOR PETS.
Registration Number:	3005206	SUPREME NUTRITION
Registration Number:	1967687	TAGALONGS
Registration Number:	3112766	THINK ADOPTION FIRST
Registration Number:	1982944	TOY BUDDIES
Registration Number:	2164433	VETCO
Registration Number:	2037257	WHERE THE PETS GO
Registration Number:	1549616	YOUR PET'S SECOND BEST FRIEND
Serial Number:	78204788	
Serial Number:	78467455	BACKYARD GOURMET

Serial Number:	78467457	BACKYARD SANCTUARY
Serial Number:	78225753	BEST OF SHOW
Serial Number:	78206452	BLUE MEWS
Serial Number:	78369481	COME. WORK. STAY.
Serial Number:	78157407	DICKENS' CLOSET
Serial Number:	78257223	HEALTHY SELECT
Serial Number:	78712275	NATURAL DOG
Serial Number:	78206441	PETCO
Serial Number:	78204776	PETCO PARK
Serial Number:	78631374	PETCOGOLD
Serial Number:	78176127	QUICK-CAGE
Serial Number:	78206446	RED RUFF
Serial Number:	78405952	TOP DOG
Serial Number:	78207036	TOUGH NOOGIES

**CORRESPONDENCE DATA**

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ATTORNEY DOCKET NUMBER:	36495
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	12/16/2010

Total Attachments: 7  
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**RELEASE OF TRADEMARK SECURITY INTEREST**

THIS RELEASE OF TRADEMARK SECURITY INTEREST dated as of November 24, 2010 (this "**Release**"), is made by Credit Suisse AG (formerly known as Credit Suisse), as collateral agent (in such capacity, the "**Collateral Agent**") acting for the benefit of the Secured Parties. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Credit Agreement or Guarantee and Collateral Agreement, as applicable, referred to below.

A. Reference is made to (i) the Term Loan Credit Agreement, dated as of October 26, 2006 (as amended, supplemented or otherwise modified through the date hereof, the "**Existing Credit Agreement**"), among PETCO Animal Supplies Stores, Inc. (as successor-in-interest to Rover Acquisition Corp.) (the "**Borrower**"), PETCO Animal Supplies, Inc. (formerly known as Rover Holdings Corp.) ("**Holdings**"), each subsidiary of the Borrower from time to time party thereto, the lenders from time to time party thereto and Credit Suisse AG, as administrative agent and Collateral Agent, (ii) the Pledge and Security Agreement, dated as of October 26, 2006 (as amended, supplemented, restated or otherwise modified from time to time, the "**Security Agreement**"), among the Borrower, Holdings, the subsidiaries of the Borrower from time to time party thereto (together with the Borrower and Holdings, the "**Grantors**") and the Collateral Agent and (iii) the Term Loan Trademark Security Agreement dated as of October 26, 2006 (together with the Security Agreement, the "**Security Agreements**"), among the Borrower, certain subsidiaries of the Borrower and the Collateral Agent.

B. Pursuant to the 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 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 November 16, 2006, at Reel/Frame 003429/0117.

C. In connection with the repayment of all Loans and other amount owing 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 Security Agreements.

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 TRANSFEREES.

*[Remainder of page intentionally left blank]*



IN WITNESS WHEREOF, the Collateral Agent has caused this Trademark Release to be duly executed by its duly authorized officer as of the day and year above written.

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,  
as Collateral Agent,

by 90 7-22-06 Vipul Dhadha  
Name: JOHN D. TORONTO      VIPUL DHADDA  
Title: DIRECTOR              ASSOCIATE


**Schedule I**

**U.S. Trademarks**

<b>Jurisdiction</b>	<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
U.S.	(Design) 	1,607,957	7/31/1990
U.S.	(Design) 	1,488,868	5/17/1988
U.S.	<b>AQUATIC GARDENS</b>	1,941,996	12/19/1995
U.S.	<b>AVIAN SELECT</b>	1,910,822	8/8/1995
U.S.	<b>BED BUDDIES</b>	2,110,947	11/4/1997
U.S.	<b>BONE BUDDIES</b>	2,004,654	10/1/1996
U.S.	<b>BOTTOMLESS BOWL</b>	2,795,985	12/16/2003
U.S.	<b>CLAW PALS</b>	2,585,699	6/25/2002
U.S.	<b>COLLAPSI-BOWL</b>	2,831,842	4/13/2004
U.S.	<b>FINISHING TOUCH</b>	1,884,615	3/21/1995
U.S.	<b>FRESH BREATH</b>	2,416,808	1/2/2001
U.S.	<b>HEALTHY SELECT</b>	2,155,254	11/14/1995
U.S.	<b>IPSD (and Design)</b>	1,994,840	8/20/1996
U.S.	<b>KITTY CITY</b>	2,121,884	12/16/1997
U.S.	<b>KRITTERZ</b>	2,697,998	3/18/2003
U.S.	<b>LIL' BUDDIES</b>	2,475,980	8/7/2001
U.S.	<b>MASTERS PREMIUM DIET</b>	2,112,566	11/11/1997
U.S.	<b>MEWSMENTS</b>	1,949,610	1/16/1996
U.S.	<b>NORTHERN BACKYARD</b>	2,010,621	10/22/1996
U.S.	<b>ODOR-PLEX</b>	1,964,307	3/26/1996
U.S.	<b>OOPSIE POOPSIE</b>	2,087,901	8/12/1997
U.S.	<b>OOPSIE POOPSIE (and Design)</b>	2,091,465	8/26/1997
U.S.	<b>PAW PALS</b>	2,646,584	11/5/2002
U.S.	<b>PAW PALS</b>	1,954,958	2/6/1996
U.S.	<b>PET CARE (and Design)</b>	2,682,729	2/4/2003
U.S.	<b>PET GOLD</b>	1,979,330	6/11/1996
U.S.	<b>PETCARE</b>	2,840,705	5/11/2004
U.S.	<b>PETCO</b>	1,695,073	6/16/1992

Jurisdiction	Mark	Registration No.	Registration Date
U.S.	<b>PETCO DOGGIE DAY CAMP</b>	3,134,084	8/22/2006
U.S.	<b>PETCO P.A.L.S.</b>	2,172,931	7/14/1998
U.S.	<b>PETGOLD CRYSTALS</b>	2,823,673	3/16/2004
U.S.	<b>POLLY PALS</b>	2,346,327	5/2/2000
U.S.	<b>PREMIUM MASTERS DIET (and Design)</b>	2,086,151	8/5/1997
U.S.	<b>PRO GOLD</b>	2,800,600	12/30/2003
U.S.	<b>PROFILE</b>	2,189,311	9/15/1998
U.S.	<b>PROFILE (and Design)</b>	2,230,150	3/9/1999
U.S.	<b>RUFF TOYS</b>	1,779,046	6/29/1993
U.S.	<b>SHED-LESS</b>	3,073,880	3/28/2006
U.S.	<b>SMALL ANIMAL KINGDOM (and Design)</b>	1,883,597	3/14/1995
U.S.	<b>SUPERMARKETS ARE FOR PEOPLE. PETCO IS FOR PETS.</b>	2,730,698	6/24/2003
U.S.	<b>SUPREME NUTRITION</b>	3,005,206	10/4/2005
U.S.	<b>TAGALONGS</b>	1,967,687	4/16/1996
U.S.	<b>THINK ADOPTION FIRST</b>	3,112,766	7/4/2006
U.S.	<b>TOY BUDDIES</b>	1,982,944	6/25/1996
U.S.	<b>VETCO</b>	2,164,433	6/9/1998
U.S.	<b>WHERE THE PETS GO</b>	2,037,257	2/11/1997
U.S.	<b>YOUR PET'S SECOND BEST FRIEND</b>	1,549,616	7/25/1989

**Trademark Applications**

Jurisdiction	Mark	(Application No.)	(Application Date)
U.S.	(Design) 	(78/204,788)	(1/17/2003)
U.S.	<b>BACKYARD CLOSET</b>	(78/467,455)	(8/13/2004)
U.S.	<b>BACKYARD SANCTUARY</b>	(78/467,457)	(8/13/2004)



<b>Jurisdiction</b>	<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
U.S.	<b>BEST OF SHOW</b>	(78/225,753)	(3/14/2003)
U.S.	<b>BLUE MEWS</b>	(78/206,452)	(1/23/2003)
U.S.	<b>COME. WORK. STAY</b>	(78/369,481)	(2/17/2004)
U.S.	<b>DICKENS' CLOSET</b>	(78/157,407)	(8/23/2002)
U.S.	<b>HEALTHY SELECT</b>	(78/257,223)	(6/2/2003)
U.S.	<b>NATURAL DOG (and Design)</b>	(78/712,275)	(9/13/2005)
U.S.	<b>PETCO</b>	(78/206,441)	(1/23/2003)
U.S.	<b>PETCO PARK</b>	(78/204,776)	(1/17/2003)
U.S.	<b>PETCOGOLD</b>	(78/631,374)	(5/17/2005)
U.S.	<b>QUICK-CAGE</b>	(78/176,127)	(10/18/2002)
U.S.	<b>RED RUFF</b>	(78/206,446)	(1/23/2003)
U.S.	<b>TOP DOG</b>	(78/405,952)	(4/21/2004)
U.S.	<b>TOUGH NOOGIES</b>	(78/207,036)	(1/24/2003)