

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

In re PETCO ANIMAL SUPPLIES, INC. SHAREHOLDER)
LITIGATION)

Lead Case No. GIC 869399

CLASS ACTION

This Document Relates To:

CRTM.: The Honorable John S. Meyer

DEPT.: 61

ALL ACTIONS.

DATE ACTION FILED: 07/19/06

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *In re PETCO Animal Supplies, Inc. Shareholder Litigation*, Lead Case No. GIC 869399 (the "Litigation"), you must complete and, on page 4 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE APRIL 28, 2010, ADDRESSED AS FOLLOWS:

PETCO Shareholder Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

If you are NOT a Member of the Class (as defined below and in the Notice of Settlement of Class Action ("Notice")) DO NOT submit a Proof of Claim and Release.

4. If you are a Member of the Class and you did not timely request exclusion in connection with the Notice of Pendency of Class Action dated June 17, 2009, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

II. DEFINITIONS

1. "Acquisition" means the transaction whereby PETCO was acquired by several of the affiliates and/or subsidiaries of Leonard Green & Partners L.P. and TPG Capital, L.P. on October 26, 2006.

2. "Class" means a class consisting of all Persons (other than those Persons who timely and validly requested exclusion from the Class) who were holders of PETCO common stock as of July 13, 2006, who held such shares through October 26, 2006, the date of the consummation of the Acquisition of PETCO by Leonard Green and TPG, and several of their affiliates and subsidiaries at the price of \$29 per share. Excluded are Defendants, Dismissed Defendants and any Person related to or affiliated with any Defendant or Dismissed Defendant. For purposes of this paragraph, no Person shall be considered to be "related to or affiliated with any Defendant or Dismissed Defendant" by virtue of being an investor or limited partner in any investment fund sponsored or administered by either Leonard Green or TPG.

3. "Defendants" means Brian K. Devine, James M. Myers, Charles W. Duddles, David T. Ching, David B. Appel, Sandra N. Bane, Julian C. Day and Peter Maslen.

4. "Dismissed Defendants" means PETCO, John Danhaki, Leonard Green & Partners L.P., Green Equity Investors IV, L.P., GEI Capital IV, LLC, TPG Capital, L.P., TPG GenPar V, L.P., TPG Partners V L.P., TPG Advisors V, Inc., Texas Pacific Group, Rover Holdings Corp., and Rover Acquisition Corp.



5. "Related Persons" means each of a Defendant's, or a Dismissed Defendant's, respective predecessors, successors, parents, subsidiaries, affiliates, agents, partners, limited partners, investment bankers, accountants, insurers, reinsurers, attorneys, controlling shareholders, assigns, spouses, heirs, related or affiliated entities, any past, present or future officers, directors and employees of any of the foregoing, and their predecessors, successors, parents, subsidiaries, affiliates, partners, limited partners, agents and their subsidiaries, affiliates and agents, and any entity which controls a Dismissed Defendant or in which a Defendant or Dismissed Defendant has a controlling interest, any members of their immediate families, or any trust of which any Defendant or Dismissed Defendant is the settler or which is for the benefit of any Defendant or Dismissed Defendant and/or member(s) of his or her family.

6. "Released Parties" means each and all of the Defendants, the Dismissed Defendants and their Related Persons.

III. CLAIMANT IDENTIFICATION

1. If you held PETCO common stock as of July 13, 2006 and held those shares through October 26, 2006, the date of the consummation of the Acquisition, and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you held PETCO common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each holder of record ("nominee"), if different from the beneficial holder of PETCO common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL HOLDER(S) OR THE LEGAL REPRESENTATIVE OF SUCH HOLDER(S) OF THE PETCO COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in PETCO Common Stock" to supply the number of shares of PETCO common stock you held as of July 13, 2006 and continued to hold through October 26, 2006, the date of the consummation of the Acquisition.

2. Broker confirmations or other documents verifying that you held PETCO common stock as of July 16, 2006 and held those shares through October 26, 2006, should be attached to your claim. Failure to do so could delay verification of your claim or result in rejection of your claim.

3. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic format. All claimants **MUST** submit a manually signed paper Proof of Claim and Release form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-888-320-0967 or visit their website at www.gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



PART II. SCHEDULE OF TRANSACTIONS IN PETCO COMMON STOCK

Proof of Holding Enclosed?

Number of shares of PETCO common stock you held as of July 13, 2006 and continued to hold through October 26, 2006, the date of the consummation of the Acquisition:

Grid for entering the number of shares held.

Y N

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement (the "Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the Superior Court of the State of California, County of San Diego, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the "Released Parties," defined as each and all of Defendants, the Dismissed Defendants and their Related Persons.

2. "Released Claims" shall collectively mean all claims (including Unknown Claims as defined in the Stipulation), which have been or could have been asserted by any Class Member arising from or relating in any way to the facts that were or could have been alleged in the Litigation or to the Acquisition or the related disclosures in the proxy materials disseminated in connection with the Acquisition (including all amendments thereto and the additional agreements and transactions described therein) or other related disclosures for damages, injunctive relief, or any other remedies, whether based in state or federal law and whether the claim could have been brought in state or federal court against the Released Parties, including, without limitation, any allegations of violations of state or federal securities laws or rules, including laws and rules relating to mergers.

3. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings in PETCO common stock requested in this Proof of Claim and Release form.

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____ (Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)

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ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

- 1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 4. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

