

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA

In re PETCO CORPORATION SECURITIES )  
LITIGATION )  
\_\_\_\_\_ )  
This Document Relates To: )  
ALL ACTIONS. )  
\_\_\_\_\_ )

Master File No. 05-CV-0823-H(RBB)  
CLASS ACTION

**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 Corporation Securities Litigation*, Master File No. 05-CV-0823-H(RBB) (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release form, 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 form, however, does not assure that you will share in the proceeds of the proposed settlement.

**3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE FORM, POSTMARKED ON OR BEFORE NOVEMBER 14, 2008, ADDRESSED AS FOLLOWS:**

*Petco Securities 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 in the Notice of Proposed Settlement of Class Action Notice) DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Class, you will be bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

**II. DEFINITIONS**

1. "Class" means all Persons who purchased or otherwise acquired the common stock of PETCO Animal Supplies, Inc. during the period from November 18, 2004 through April 15, 2005, inclusive (the "Class Period"), excluding any Person who is or was named as a defendant in the Litigation, members of the immediate family of the defendants, any entity in which any defendant has a controlling interest and the legal affiliates, representatives, heirs, controlling persons, successors and predecessors-in-interest or assigns of any such excluded party.

2. "Defendants" means PETCO Animal Supplies, Inc. ("PETCO"), Razia Richter and Julian Day.

3. "Released Persons" means each and all of the Defendants and their Related Parties (as defined below).

**III. CLAIMANT IDENTIFICATION**

1. If you purchased or otherwise acquired PETCO common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased the stock but 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 purchaser of record ("nominee"), if different from the beneficial purchaser of PETCO common stock which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(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 all required details of your transaction(s) in PETCO common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to **all** of your purchases or other acquisitions of PETCO common stock which took place at any time beginning November 18, 2004 through April 15, 2005, inclusive (the "Class Period") and sales of PETCO common stock which took place at any time beginning November 18, 2004 through June 23, 2005, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

4. The date of covering a "short sale" is deemed to be the date of purchase of PETCO common stock. The date of a "short sale" is deemed to be the date of sale of PETCO common stock.

5. Broker confirmations or other documentation of your transactions in PETCO common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

6. 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 files. All Claimants **MUST** submit a manually signed paper Proof of Claim 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-(877) 458-3692 or visit their website at [www.gilardi.com](http://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?

A. Number of shares of PETCO common stock held at the beginning of trading on November 18, 2004:

Y  
 N

B. Purchases or other acquisitions of shares of PETCO common stock (November 18, 2004 – April 15, 2005, inclusive):

**PURCHASES**

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Purchased or Acquired	Total Purchase or Acquisition Price	Proof of Purchase Enclosed?
	M M / D D / Y Y Y Y			
1.	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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IMPORTANT: (i) If you received shares through an acquisition or merger, please identify the company acquired: \_\_\_\_\_

(ii) Identify by number listed above all purchases in which you covered a "short sale": \_\_\_\_\_

C. Sales of PETCO common stock (November 18, 2004 – June 23, 2005, inclusive):

**SALES**

	Trade Date(s) of Shares (List Chronologically)	Number of Shares Sold	Total Sales Price	Proof of Sales Enclosed?
	M M / D D / Y Y Y Y			
1.	<input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
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Proof of Holding Enclosed?

D. Number of shares of PETCO common stock held at the close of trading on June 23, 2005:

Y  
 N

*If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.*

**YOU MUST READ AND SIGN THE RELEASE ON PAGE 6. FAILURE TO SIGN THE RELEASE  
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**



## V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release form under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of California, with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information such as transactions in other PETCO securities to the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of PETCO common stock during the Class Period and know of no other Person having done so on my (our) behalf.

## VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from, and covenant not to sue with respect to, the Released Claims each and all of the Defendants and each and all of their "Related Parties," defined as each of the past and/or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, advisers, consultants, accountants or auditors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, related and/or affiliated entities of PETCO, any Person who is or was named as a defendant in the Litigation, any entity in which any Person who is or was named as a defendant in the Litigation has a controlling interest, any members of any individual defendant's immediate family, and/or any trust of which any individual defendant is the settlor or which is for the benefit of any individual defendant's family. Without limiting the definition of Related Parties, the definition of Related Parties shall include Leonard Green & Partners, L.P., TPG Capital, L.P., their partners, employees and affiliated entities.

2. "Released Claims" means any and all claims (including "Unknown Claims" as defined below) arising out of, in connection with, or in any way related to, directly or indirectly, both the purchase or other acquisition of PETCO common stock during the Class Period and the acts, facts, statements or omissions that were or could have been alleged in the Litigation. Released Claims shall not include any of the claims asserted in *In re Petco Animal Supplies, Inc.*, Case No. GIC 869399 (San Diego Superior Court).

3. "Unknown Claims" means any Released Claims which the Lead Plaintiff or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived the provisions, rights and benefits of California Civil Code §1542, which provides:

**A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.**

The Lead Plaintiff shall expressly waive, and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but the Lead Plaintiff shall expressly and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the settlement of which this release is a part.

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

5. 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.

6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in PETCO common stock which occurred during the Class Period, sales of PETCO common stock that occurred beginning November 18, 2004 through June 23, 2005, inclusive, as well as the number of shares of PETCO common stock held by me (us) at the opening of trading on November 18, 2004 and at the close of trading on June 23, 2005.

7. I UNDERSTAND AND INTEND THAT THE SIGNATURE BELOW REGARDING CERTAIN INFORMATION FOR THE INTERNAL REVENUE SERVICE CONCERNING BACKUP WITHHOLDING ALSO SERVES AS THE SIGNATURE ON THIS RELEASE.



**SUBSTITUTE FORM W-9**

**PART I. Request for Taxpayer Identification Number ("TIN") and Certification**

First Name

12 empty boxes for first name

I. Last Name

12 empty boxes for last name

Check appropriate box:

- Individual/Sole Proprietor
- IRA
- Trust
- Corporation
- Partnership
- Pension Plan
- Other \_\_\_\_\_ (specify)

Enter TIN on the appropriate line.

- For individuals, this is your Social Security Number ("SSN").
- However, for a resident alien, sole proprietor, or disregarded entity, see Part 1 of the enclosed W-9 instructions.
- For sole proprietors, you must show your individual name, but you may also enter your business or "doing business as" name. You may enter either your SSN or your Employer Identification Number ("EIN").
- For other entities, it is your EIN.

Social Security Number

3 boxes - 2 boxes - 4 boxes

Employer Identification Number

2 boxes - 7 boxes

**PART II. For Payees Exempt from Backup Withholding**

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: \_\_\_\_\_

**PART III. Certification**

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

- (1) The number shown on this form is my correct TIN; and
- (2) I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out item 2 above.

**SEE ENCLOSED FORM W-9 INSTRUCTIONS**

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

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)

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(Type or print your name here)

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

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

**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 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.

