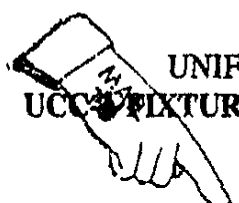


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1802 56 NE
7 all



UNIFORM COMMERCIAL CODE UCC FIXTURE FILING FINANCING STATEMENT (Non-Standard)

RETURN TO: Sherr Kopidlansky
 Donohoe, Jameson & Carroll, P.C. . DEPT-01 RECORDING \$31.50
 3400 Renaissance Tower . T40010 TRAN 3716 12/29/95 11:57:00
 1201 Elm Street . #2568 + C.J * -95-905620
 Dallas, Texas 75270 . COOK COUNTY RECORDER
 . DEPT-10 PENALTY \$38.00

- This Financing Statement is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
THIS FINANCING STATEMENT IS A FIXTURE FILING AND SHOULD BE RECORDED IN THE REAL PROPERTY RECORDS.

For Filing Officer

Date: _____
 Time: _____
 Number: _____
 Filing Officer: _____

[Official Stamp]

3/50
28 00/1
PN

File with the Cook County Clerk and Recorder, Illinois.

2. Debtor: Name and Mailing Address:
 PET STORES FUNDING CORPORATION
 c/o Ropes & Gray
 One International Place
 Boston, Massachusetts 02110-2624
 Taxpayer Identification No.: 51-0370194

3. Secured Party: Name and Mailing Address:
 NATIONSBANK OF TEXAS, N.A.,
 as Administrative Lender
 901 Main Street, 67th Floor
 Dallas, Texas 75202

RECORDED
INDEXED
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4. This Financing Statement covers all of Debtor's right, title and interest in and to the following types (or items) of property, whether now owned or hereafter acquired by Debtor:

All assets of Debtor, whether now owned or hereafter acquired, including but not limited to the following:

(a) All fixtures, equipment, systems, machinery, furniture, furnishings, appliances, inventory, goods, building and construction materials, supplies, and articles of personal property, of every kind and character, now owned or hereafter acquired by Debtor, which are now or hereafter attached to or situated in, on or about the real estate (herein called the "Land") described in Exhibit A hereto or the improvements now or hereafter situated on the Land (the "Improvements"), or used in or necessary to the complete and proper planning, development, use, occupancy or operation thereof, or acquired (whether delivered to the Land or stored elsewhere) for use or installation in or on the Land or the Improvements, and all renewals and replacements of, substitutions for and additions to the foregoing (the properties referred to in this clause (b) being herein sometimes collectively called the "Accessories," all of which are hereby declared to be permanent acccessions to the Land) (the Land, Improvements and other rights, titles and interests referred to in this clause (a) being herein sometimes collectively called the "Premises");

(b) All (i) plans and specifications for the Improvements; (ii) Debtor's rights, but not liability for any breach by Debtor, under all insurance policies and other contracts and general intangibles (including but not limited to trademarks, trade names and symbols) related to the Premises or the Accessories or the operation thereof; (iii) deposits (including, but not limited to, Debtor's rights in tenants' security deposits, deposits with respect to utility services to the Premises, and any deposits or reserves for taxes, insurance or otherwise), money, accounts, instruments, documents, notes and chattel paper arising from or by virtue of any transactions related to the Premises or the Accessories; (iv) to the extent assignable, permits, licenses, franchises, certificates, development rights, commitments and rights for utilities, and other rights and privileges obtained in connection with the Premises or the Accessories; (v) all leases, security deposits, rents, royalties, bonuses, issues, profits, revenues and other benefits of the Premises and the Accessories, including all accounts receivable, credit card receivables, petty cash, guest room charges, reservation deposits, advance payments and all income and revenue derived from guests, conventions, room rentals, food sales, beverage sales, telephone usage, vending machines, parking, catering, and all miscellaneous other income (the "Rents and Profits"); (vi) oil, gas and other hydrocarbons and other minerals produced from or allocated to the Land and all products processed or obtained therefrom, and the proceeds thereof; and (vii) engineering, accounting, title, legal and other technical or business data concerning the Premises which are in the possession of Debtor or in which Debtor otherwise can grant a security interest; and

(c) All (i) proceeds of or arising from the properties, rights, titles and interests referred to above, including but not limited to proceeds of any sale, lease or other disposition thereof, proceeds of each policy of insurance relating thereto (including premium refunds),

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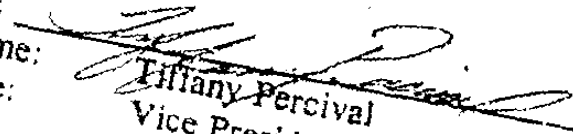
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11/15/2011 10:10:10 AM

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DEBTOR:

PET STORES FUNDING CORPORATION

By: 
Name: Tiffany Percival
Title: Vice President

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That part of The H.O. Stone Northlake Addition, being a subdivision of that part of the Northeast Quarter of Section 6, Township 39 North, Range 12, East of the Third Principal Meridian, and recorded July 3, 1930 as Document No. 10697148 in Cook County, Illinois described as follows:

Commencing at the Southwest corner of Lot 1 in Block 3 in said The H.O. Stone Northlake Addition; Thence North 88 degrees 48 minutes 02 seconds East along the South line of said Block 3, 195.17 feet; Thence South 01 degree 11 minutes 58 seconds East, 49.00 feet; Thence North 88 degrees 48 minutes 02 seconds East, 271.00 feet; Thence South 01 degree 11 minutes 58 seconds East, 29.00 feet to the point of beginning; Thence the following courses; North 88 degrees 48 minutes 02 seconds East, 54.00 feet; North 01 degree 11 minutes 58 seconds West, 185.00 feet; North 88 degrees 48 minutes 02 seconds East, 156.00 feet; South 01 degree 11 minutes 58 seconds East, 11.33 feet; North 88 degrees 48 minutes 02 seconds East, 30.00 feet; South 01 degree 11 minutes 58 seconds East, 124.67 feet; North 88 degrees 48 minutes 02 seconds East, 71.00 feet; South 01 degree 11 minutes 58 seconds East, 207.00 feet; South 88 degrees 48 minutes 02 seconds West, 15.00 feet; North 01 degree 11 minutes 58 seconds West, 5.00 feet; South 88 degrees 48 minutes 02 seconds West, 296.00 feet; North 01 degrees 11 minutes 58 seconds West, 153.00 feet to the point of beginning, and containing 85,207 square feet or 1.956 acres.

ALSO KNOWN AS LOT 6 IN NORTHLAKE COMMONS SHOPPING CENTER A RESUBDIVISION OF PART OF "THE H. O. STONE NORTHLAKE ADDITION", BEING A SUBDIVISION OF THAT PART OF THE NORTHEAST 1/4 OF SECTION 6, TOWNSHIP 39 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND RECORDED JULY 3, 1930 AS DOCUMENT NO. 10697148 IN COOK COUNTY, ILLINOIS, WHICH RESUBDIVISION PLAT WAS RECORDED ON DECEMBER 21, 1995 AS DOCUMENT NO. 95889918 IN COOK COUNTY, ILLINOIS.

Recorder's Office

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Permanent Real Estate Tax Numbers:

15-06-207-001	15-06-206-009
15-06-207-002	15-06-206-010
15-06-207-018	15-06-206-041
15-06-207-052	15-06-206-042
15-06-207-053	15-06-206-043
15-06-207-012	15-06-206-031
15-06-207-011	15-06-206-032
15-06-206-008	

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02-26-2014

02-26-2014