

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
of the Nominating and Corporate Governance Committee
of PETCO Animal Supplies, Inc.**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of PETCO Animal Supplies, Inc.(the “Company”) on April 14, 2004 and amended as of June 3, 2004 and September 30, 2004.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board is to assist and advise the Board in discharging the Board’s responsibilities regarding:

- (a) the identification of qualified candidates to become Board members including establishing a process to consider those candidates presented by shareholders;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies to the Board;
- (d) board organization, membership and function;
- (e) committee structure, membership and operations;
- (f) effectiveness of Board and management interaction;
- (g) succession planning for the executive officers of the Company;
- (h) oversight of the evaluation of the effectiveness of each board committee and each board member; and
- (i) other matters relating to corporate governance and the rights and interests of the Company’s shareholders.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or other wise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers

and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the NASDAQ, and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Board's Compensation Committee, the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

IV. Professional Assistance

The Committee shall have direct access to any independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers, other consultants to assist and advise the Committee in connection with its responsibilities and to incur other ordinary administrative expenses necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board regarding the activities of the Committee at each Board meeting and as otherwise requested by the Chairman of the Board.

V. Duties and Responsibilities

(a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;
 - (iii) special skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
 - (iv) experience in the Company's industry and with relevant social policy concerns;
 - (v) experience as a board member of another publicly held company;
 - (vi) academic expertise in an area of the Company's operations; and
 - (vii) practical and mature business judgment, including the ability to make independent analytical inquiries.
- (d) Diligently seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in the specific criteria identified above. This should include establishing procedures for soliciting and reviewing potential nominees from directors and shareholders and for advising those who suggest nominees of the outcome of such review.

(e) The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

(f) In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation and bylaws. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.

(g) The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee.

(h) The Committee shall assist the Board in evaluating the performance of and other factors relating to the Chief Executive Officer and in overseeing the evaluation of the performance of other executive officers. It is recognized that, subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation Committee, the Chief Executive Officer will have primary responsibility for evaluating the performance of other executive officers.

(i) The Committee shall develop and periodically review and revise as appropriate, a management succession plan and related procedures. It shall consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

(j) The Committee shall monitor and make recommendations to the board on other matters of Board policies and practices relating to corporate governance.

(k) The Committee shall review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

(l) The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, and applicable law and rules of markets in which the Company's securities then trade.