

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan PETCO ANIMAL SUPPLIES, INC. 401K PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1992</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 33-0479906</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 858-453-7845</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 453910</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1992		2b Employer Identification Number (EIN) 33-0479906		2c Sponsor's telephone number 858-453-7845		2d Business code (see instructions) 453910	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 01/01/1992											
2b Employer Identification Number (EIN) 33-0479906											
2c Sponsor's telephone number 858-453-7845											
2d Business code (see instructions) 453910											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) PETCO ANIMAL SUPPLIES, INC. 9125 REHCO ROAD SAN DIEGO, CA 92121											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	JEFFREY URRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>	
5 Total number of participants at the beginning of the plan year		5	14452
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	13908
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	1162
d Subtotal. Add lines 6a , 6b , and 6c		6d	15070
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	15072
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	4991
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	247
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2K 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>PETCO ANIMAL SUPPLIES, INC. 401K PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PETCO ANIMAL SUPPLIES, INC.</u>	D Employer Identification Number (EIN) <u>33-0479906</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	206931	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ALFRED-JUNGERS FINAN

59-3331424

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27	INVESTMENT ADVISOR	7500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF INTL EQUITY INV - STATE STREET 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL M-A SM CAP VAL A - COLUMBIA MG 04-3156901	0.50%	
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CRM MID CAP VAL INV - BNY MELLON I P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX STOCK - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABBETT DEV GRTH A - DST SYSTEMS 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GENESIS - TR CL - STATE STREET 04-0025081	0.40%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OPPHMR INTL GRTH Y - OFI GLOBAL AS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>PETCO ANIMAL SUPPLIES, INC. 401K PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PETCO ANIMAL SUPPLIES, INC.</u>		D Employer Identification Number (EIN) <u>33-0479906</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	2432954	2881153
(9) Value of interest in common/collective trusts	1c(9)	7381189	7217585
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	66083489	89851942
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	75897632	99950680

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	402429	947622
k Total liabilities (add all amounts in lines 1g through 1j)	1k	402429	947622

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	75495203	99003058
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3135380	
(B) Participants	2a(1)(B)	9433563	
(C) Others (including rollovers)	2a(1)(C)	1076779	
(2) Noncash contributions	2a(2)	0	13645722
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	109404	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		109404
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	4123394
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4123394	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4123394
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-36036
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		13363939
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		31206423

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6529252	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		6529252
f Corrective distributions (see instructions).....	2f		947622
g Certain deemed distributions of participant loans (see instructions).....	2g		2090
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	219604	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		219604
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7698568

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		23507855
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ROSNER BROWN TOUCHSTONE & KELLER

(2) EIN: 33-0567239

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		7000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>PETCO ANIMAL SUPPLIES, INC. 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PETCO ANIMAL SUPPLIES, INC.</u>	D Employer Identification Number (EIN) <u>33-0479906</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

PETCO ANIMAL SUPPLIES, INC. 401K PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
WITH INDEPENDENT AUDITORS' REPORT**

December 31, 2013 and 2012

PETCO ANIMAL SUPPLIES, INC. 401K PLAN

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December 31, 2013 and 2012

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INDEPENDENT AUDITORS' REPORT

Petco Deferred Compensation and 401(k) Committee
Petco Animal Supplies, Inc. 401k Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the financial statements of Petco Animal Supplies, Inc. 401k Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules identified in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

RBTK, LLP

October 10, 2014

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

NET ASSETS

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value (Notes 3 and 4)	\$ <u>97,069,527</u>	<u>73,464,678</u>
Receivables:		
Notes receivable from participants (Note 3)	<u>2,881,153</u>	<u>2,432,954</u>
Total assets	<u>99,950,680</u>	<u>75,897,632</u>
Liabilities:		
Corrective distributions due to participants (Note 6)	<u>947,622</u>	<u>402,429</u>
Net assets reflecting investments at fair value	99,003,058	75,495,203
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(108,791)</u>	<u>(211,230)</u>
Net assets available for benefits	\$ <u><u>98,894,267</u></u>	<u><u>75,283,973</u></u>

See Accompanying Notes to Financial Statements

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments (Note 3) \$ 17,553,736

Interest on notes receivable from participants (Note 3) 109,404

Contributions:

Participants 9,433,563

Employer 3,135,380

Rollovers 1,076,779

Total contributions 13,645,722

Total additions 31,308,862

Deductions from net assets attributed to:

Benefits paid to participants 6,529,252

Corrective distributions 947,622

Administrative expenses 219,604

Deemed distributions 2,090

Total deductions 7,698,568

Net increase 23,610,294

Net assets available for benefits, beginning of year 75,283,973

Net assets available for benefits, end of year \$ 98,894,267

See Accompanying Notes to Financial Statements

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

1. Description of Plan

The following description of Petco Animal Supplies, Inc. 401k Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, as amended and restated effective January 1, 2012, is a defined contribution plan available to all eligible employees of Petco Animal Supplies, Inc. (the Company). The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee

Fidelity Management Trust Company (Fidelity), acting as trustee, record keeper and custodian, is responsible for investing and managing Plan assets, subject to the direction of the Plan administrator and participants.

Eligibility

Employees who are at least 21 years of age and have completed one year of service, during which they have completed a minimum of 1,000 hours of service, are generally eligible to participate in the Plan. Participation by eligible employees is voluntary. The Plan entry dates are the first of each month following the month in which employees meet the eligibility requirements. Eligible employees may elect to participate in the Plan at any time after they become eligible.

Contributions

Plan participants may elect to defer up to 60% of pretax annual compensation, as defined in the Plan documents, not to exceed the maximum limit allowed by applicable law, through payroll deductions. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Catch-up contributions are excluded from matching contributions made by the Company. Participants may also contribute amounts representing rollover distributions from other qualified sources.

The Plan also allows for the Company to make discretionary contributions, including matching contributions. Generally, the Company contributes 50% of the first 6% of compensation that a participant contributes to the Plan. Eligible participants who hold positions as directors or above are limited to a matching contribution of 50% of the first 3% of compensation that a participant contributes to the Plan. For the year ended December 31, 2013, the Company made discretionary matching contributions of \$3,135,380. The Plan does not provide for profit sharing contributions from the Company.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

1. Description of Plan, Continued

Participant Accounts

Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions and an allocation of Plan earnings. Investment earnings and changes in the fair value of Plan assets are allocated among and credited to each participant's account monthly based upon their prorata share of the beginning account balance.

Investment Options

The Plan provides for participant-directed accounts that allow participants to direct their account balances among various investments that are available under the Plan. The investment mix and elected deferral amounts allocated among the Plan's investment options may be changed at any time.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. With the exception of those participants described below, Company matching contributions vest in accordance with the following schedule:

<u>Years of Service</u>	<u>Percentage Vested</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Active participants transferred in from Complete Petmart, Inc. 401(k) Plan (the Complete Petmart Plan) on January 1, 2012 are immediately vested in existing and future employer contributions. Terminated participants transferred in from the Complete Petmart Plan on January 1, 2012 will become fully vested in existing employer contributions after three years.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

1. Description of Plan, Continued

Notes Receivable from Participants

Participants may borrow against their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. Loan transactions are treated as transfers between investment funds and participant loan funds, using the same allocation method as contributions. The loans are secured by the participant's vested interest in their account balance and bear a reasonable rate of interest as determined by the Plan administrator. Loan terms range from one to five years, unless used for the purchase of primary residence, in which case they may mature in up to thirty years. Level payments of principal and interest are deducted from the participant's paycheck each pay period. If a participant's employment is terminated, any outstanding note receivable balance shall be treated as a distribution if not repaid within 60 days.

Payment of Benefits

Upon termination of service, retirement, death or disability, participants or their beneficiaries may elect to receive a distribution of the participants' vested account balances in lump-sum distributions, or defer distribution if the account balance exceeds \$1,000. Distributions may not be deferred later than the year following the year in which the participant attains the age of 70 ½.

While the Plan is designed to be a retirement income supplement, it provides flexibility for participants attaining 59 ½ years of age in cases where funds are needed prior to retirement. Accordingly, participants may withdraw funds before retirement up to their vested account balances. The plan also provides for hardship withdrawals in accordance with the Internal Revenue Code (IRC).

Forfeitures

Forfeitures may be used to reduce future employer contributions or to pay for Plan expenses. During the year ended December 31, 2013, forfeitures were used to reduce employer contributions and pay Plan fees totaling \$65,505 and \$144,596, respectively. During the year ended December 31, 2013, there were \$180,292 in forfeitures with related investment earnings of \$1,960. At December 31, 2013 and 2012, forfeited unvested amounts of \$194,467 and \$222,315, respectively, were invested in the Fidelity Managed Income Portfolio, a common/collective trust.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

2. Summary of Accounting Policies

General

The Plan maintains its accounts on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value (discussed in Note 5) is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates. Significant estimates used in preparing these financial statements include the fair value of investments. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. It is reasonably possible that changes may occur in the near term that would affect such estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

2. Summary of Accounting Policies, Continued

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, Plan management considers the principal or most advantageous market in which the Plan would conduct a transaction, in addition to the assumptions that market participants would use when pricing the related assets or liabilities, including non-performance risk.

A three-level hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1— Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2— Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3— Unobservable inputs for the asset or liability.

See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through October 10, 2014, the date on which the financial statements were available to be issued. There have been no material subsequent events which would require recognition in the financial statements or disclosure in the notes to the financial statements, other than those described in Note 6.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

3. Investments, at Fair Value

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows:

	<u>2013</u>	<u>2012</u>
Fidelity Growth Company Fund	\$ 18,031,424	12,799,198
Fidelity Low Priced Stock Fund	13,575,080	6,123,474
Dodge & Cox Stock Fund	8,757,723	5,942,604
Fidelity Managed Income Portfolio	7,217,585	7,381,189
PIMCO Total Return Instl	6,081,617	-
Fidelity Freedom 2015 Fund	5,339,589	4,747,731
PIMCO Total Return Fund	-	6,858,523
CRM Mid Cap Value Fund	-	4,038,697

Investments are held with a trustee under a trust agreement. At December 31, 2013 and 2012, the fair value of the investments held in the trust fund was \$97,069,527 and \$73,464,678, respectively. For the year ended December 31, 2013, the fair value of the investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) by \$17,451,297 as follows:

Registered investment companies	\$ 17,487,333
Common collective trust	<u>(36,036)</u>
Net appreciation	<u>\$ 17,451,297</u>

Notes receivable from participants totaled \$2,881,153 and \$2,432,954 at December 31, 2013 and 2012, respectively. For the year ended December 31, 2013, interest income on notes receivable from participants was \$109,404.

4. Fair Value Measurements

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies: Valued at the net asset value of shares held by the Plan at year end.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

4. Fair Value Measurements, Continued

Common/collective trust: Valued at the present value of the expected cash flows for traditional insurance contracts and at the aggregate market value of the underlying investments for the alternative investment contracts (based primarily on quoted market prices).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Blended investment	\$ 30,694,434	-	-	30,694,434
Large cap	29,858,289	-	-	29,858,289
Mid cap	16,936,359	-	-	16,936,359
Intermediate-term bond	6,089,055	-	-	6,089,055
International	4,581,692	-	-	4,581,692
Small cap	1,368,826	-	-	1,368,826
Multisector bond	274,505	-	-	274,505
Diversified emerging markets	<u>48,782</u>	<u>-</u>	<u>-</u>	<u>48,782</u>
 Total registered investment companies	 <u>89,851,942</u>	 <u>-</u>	 <u>-</u>	 <u>89,851,942</u>
Common/collective trust:				
Investment contract	<u>-</u>	<u>7,217,585</u>	<u>-</u>	<u>7,217,585</u>
 Total assets at fair value	 <u>\$ 89,851,942</u>	 <u>7,217,585</u>	 <u>-</u>	 <u>97,069,527</u>

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

4. Fair Value Measurements, Continued

Assets at Fair Value as of December 31, 2012

	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Blended investment	\$ 22,114,572	-	-	22,114,572
Large cap	20,633,942	-	-	20,633,942
Mid cap	12,432,335	-	-	12,432,335
Intermediate-term bond	6,858,523	-	-	6,858,523
International	3,528,458	-	-	3,528,458
Small cap	386,419	-	-	386,419
Other	129,240	-	-	129,240
 Total registered investment companies	 66,083,489	 -	 -	 66,083,489
Common/collective trust:				
Investment contract	-	7,381,189	-	7,381,189
 Total assets at fair value	 \$ 66,083,489	 7,381,189	 -	 73,464,678

5. Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Fidelity. Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate to the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Fidelity, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

5. Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$7,217,585 and \$7,381,189, respectively. The investment contract has a portfolio investment rate design in which all deposits in the investment contract are credited with the same interest rate on a daily basis, and with no set maturity. The effective credited interest rate is set monthly and effective on the first day of the month. Contract charges may reduce this return.

Certain events limit the Plan's ability to transact at contract value with Fidelity. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the Company or other Company events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Company does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

	<u>2013</u>	<u>2012</u>
Average yields:		
Based on actual earnings	0.95 %	1.28%
Based on interest rate credited to participants	0.95 %	1.28%

6. Corrective Distributions Due to Participants

The Plan initially failed to meet certain nondiscrimination tests for the years ended December 31, 2013 and 2012, and \$947,622 and \$402,429, respectively, was required to be returned to certain participants subsequent to each Plan year end so that the Plan would meet the nondiscrimination requirements of the IRC. These amounts have been recorded in the statements of net assets available for benefits as liabilities of the Plan as of December 31, 2013 and 2012, respectively. The Plan distributed the 2013 and 2012 excess contributions to the applicable participants in 2014 and 2013, respectively.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

7. Tax Status

The Plan is a volume submitter plan for which the Plan administrator has received a determination letter, dated July 27, 2012, regarding tax exempt status under the provisions of the IRC. The Plan was amended on December 20, 2012; however, Plan management believes that the Plan is currently designed and being operated in compliance with the applicable requirement of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan is subject to routine audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Reconciliation of Financial Statements to Form 5500

The Plan is required to file an "Annual Return/Report of Employee Benefit Plan" (Form 5500) with the Internal Revenue Service (IRS). These financial statements agree in all material respects with Form 5500, except as described below.

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the Form 5500 as filed:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits as reported on the financial statements	\$ 98,894,267	75,283,973
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>108,791</u>	<u>211,230</u>
Net assets available for benefits on Form 5500	\$ <u>99,003,058</u>	<u>75,495,203</u>

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

8. Reconciliation of Financial Statements to Form 5500, Continued

The following is a reconciliation of net appreciation in fair market value of investments as reported in the financial statements to the Form 5500, as filed for the year ended December 31, 2013:

Net appreciation in fair market value of investments as reported on the financial statements	\$ 17,553,736
Adjustment in changes of fully benefit-responsive investment contracts from contract value to fair value	<u>(102,439)</u>
Net appreciation in fair market value of investments on Form 5500	\$ <u>17,451,297</u>

9. Plan Continuity

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

10. Party-in-Interest Transactions

The Plan's investments are administered by a trustee under a trust agreement. Accordingly, all purchases and sales of investments were transacted by the trustee.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain investment and administrative expenses of the Plan are paid directly by the Company.

All of these transactions qualify as party-in-interest transactions.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

11. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

12. Operational Failures

Voluntary Correction Program Submission

As fully described below, during 2011, 2012, and 2013 the Company identified certain operational failures in the Plan's administration of eligibility, non-discrimination testing, and annual true-up employer matching contributions during various years dating back to 2007. The Company is currently in the process of evaluating the scope of all issues identified in order to complete a submission to the IRS under the Voluntary Correction Program (VCP). The Company expects to complete this submission in 2015.

Plan management, Plan's counsel and the Company believe the operational failures will not cause the Plan to be disqualified by the IRS and that the actions to be implemented allow the Plan to be in compliance with the Plan documents and ERISA. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Employer Matching Contributions Operational Failures

During 2013, the Company identified an operational failure related to the annual true-up employer matching contributions for 2007 whereby the Company failed to remit such contributions to the Plan. Plan management and the Company estimate the total amount necessary to correct the failure to be \$46,000 and \$6,000, representing employer matching contributions and lost earnings on such employer contributions, respectively, as well as \$80,000 representing employer qualified non-elective contributions.

During 2012, the Company identified an additional operational failure related to the annual true-up employer matching contributions for 2011 whereby the Company utilized inaccurate compensation data in its calculation and misapplied contributions amongst participants. As such, certain participants received inaccurate employer matching contributions. Plan management and the Company are working on determining the scope of the issue and applicable corrections.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

12. Operational Failures, Continued

Non-Discrimination Testing Operational Failure

During 2011, the Company discovered that the required non-discrimination testing (NDT) for the 2010 Plan year was performed before the 2010 annual true-up was complete. NDT for the 2010 Plan year was reprocessed in May of 2011 after the 2010 true-up was completed. Plan management and the Company are in the process of reviewing the results of the reprocessed NDT and suggested estimated corrective contributions of \$25,000 in order to determine appropriate future action.

Eligibility Calculation Operational Failure

In August 2013, the Company discovered that 14 files containing hours worked used to determine participant eligibility were not loaded into Fidelity's system for eligibility tracking purposes between May 2010 and March 2013. Plan management and the Company are working on determining the scope of the issue and applicable corrections.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
SUPPLEMENTAL SCHEDULE
SCHEDULE H, PART IV, LINE 4i OF FORM 5500 -
SCHEDULE OF ASSETS HELD FOR INVESTMENT
EIN 33-0479906, PLAN NO. 001
December 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost ⁽¹⁾	(e) Value
Registered Investment Companies:				
*	Fidelity Management Trust	Fidelity Growth Company Fund	\$ -	18,031,424
*	Fidelity Management Trust	Fidelity Low Priced Stock Fund	-	13,575,080
	Dodge & Cox	Dodge & Cox Stock Fund	-	8,757,723
	PIMCO	PIMCO Total Return Instl	-	6,081,617
*	Fidelity Management Trust	Fidelity Freedom 2015 Fund	-	5,339,589
	American Beacon	American Beacon International Equity Fund	-	4,350,415
*	Fidelity Management Trust	Fidelity Freedom 2040 Fund	-	4,098,849
*	Fidelity Management Trust	Fidelity Freedom 2030 Fund	-	3,986,050
*	Fidelity Management Trust	Fidelity Freedom 2025 Fund	-	3,369,955
	Neuberger Berman	Genesis Fund	-	3,144,792
*	Fidelity Management Trust	Fidelity Freedom 2020 Fund	-	3,075,378
	Spartan	Spartan 500 Index Fund Fidelity Advantage	-	3,069,142
*	Fidelity Management Trust	Fidelity Freedom 2035 Fund	-	3,034,984
*	Fidelity Management Trust	Fidelity Freedom 2050 Fund	-	2,935,970
*	Fidelity Management Trust	Fidelity Freedom 2045 Fund	-	2,535,625
	Lord Abbett	Lord Abbett Developing Growth Fund	-	936,494
*	Fidelity Management Trust	Fidelity Freedom 2010 Fund	-	685,785
*	Fidelity Management Trust	Fidelity Freedom Income Fund	-	617,431
*	Fidelity Management Trust	Fidelity Freedom 2055 Fund	-	442,262
	Target	Target Small Capitalization Value T	-	432,332
*	Fidelity Management Trust	Fidelity Freedom 2000 Fund	-	430,972
*	Fidelity Management Trust	Fidelity Strategic Income Fund	-	274,505
*	Fidelity Management Trust	Fidelity Spartan Extended Market Index Advantage	-	216,487
	Oppenheimer Funds	Oppenheimer International Growth Y	-	147,944
*	Fidelity Management Trust	Fidelity Freedom 2005 Fund	-	141,584
	American Funds	American Funds EuroPacific Growth R6	-	52,353
	DFA Securities, LLC	DFA Emerging Markets Value I	-	48,782
	Spartan	Spartan Global XUS Index Advantage	-	30,980
	Spartan	Spartan US Bond Index Advantage	-	7,438
Common Collective Trust:				
*	Fidelity Management Trust	Fidelity Managed Income Portfolio	-	7,217,585
The Company		Loans To Participants	N/A	2,881,153
			<u>\$ N/A</u>	<u>99,950,680</u>

⁽¹⁾ Cost omitted for participant-directed investments

* Party-in-interest

See Accompanying Independent Auditors' Report

**PETCO ANIMAL SUPPLIES, INC. 401K PLAN
SUPPLEMENTAL SCHEDULE
REPORTABLE TRANSACTIONS
PART IV, LINE 4j OF FORM 5500
EIN 33-0479906, PLAN NO. 001
For the Year Ended December 31, 2013**

There were no reportable transactions for the year ended December 31, 2013.

See Accompanying Independent Auditors' Report

PETCO ANIMAL SUPPLIES, INC. 401K PLAN

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
WITH INDEPENDENT AUDITORS' REPORT**

December 31, 2013 and 2012

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
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December 31, 2013 and 2012

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INDEPENDENT AUDITORS' REPORT

Petco Deferred Compensation and 401(k) Committee
Petco Animal Supplies, Inc. 401k Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the financial statements of Petco Animal Supplies, Inc. 401k Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules identified in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

RBTK, LLP

October 10, 2014

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

NET ASSETS

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value (Notes 3 and 4)	\$ <u>97,069,527</u>	<u>73,464,678</u>
Receivables:		
Notes receivable from participants (Note 3)	<u>2,881,153</u>	<u>2,432,954</u>
Total assets	<u>99,950,680</u>	<u>75,897,632</u>
Liabilities:		
Corrective distributions due to participants (Note 6)	<u>947,622</u>	<u>402,429</u>
Net assets reflecting investments at fair value	99,003,058	75,495,203
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(108,791)</u>	<u>(211,230)</u>
Net assets available for benefits	\$ <u><u>98,894,267</u></u>	<u><u>75,283,973</u></u>

See Accompanying Notes to Financial Statements

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2013

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments (Note 3) \$ 17,553,736

Interest on notes receivable from participants (Note 3) 109,404

Contributions:

Participants 9,433,563

Employer 3,135,380

Rollovers 1,076,779

Total contributions 13,645,722

Total additions 31,308,862

Deductions from net assets attributed to:

Benefits paid to participants 6,529,252

Corrective distributions 947,622

Administrative expenses 219,604

Deemed distributions 2,090

Total deductions 7,698,568

Net increase 23,610,294

Net assets available for benefits, beginning of year 75,283,973

Net assets available for benefits, end of year \$ 98,894,267

See Accompanying Notes to Financial Statements

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

1. Description of Plan

The following description of Petco Animal Supplies, Inc. 401k Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, as amended and restated effective January 1, 2012, is a defined contribution plan available to all eligible employees of Petco Animal Supplies, Inc. (the Company). The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee

Fidelity Management Trust Company (Fidelity), acting as trustee, record keeper and custodian, is responsible for investing and managing Plan assets, subject to the direction of the Plan administrator and participants.

Eligibility

Employees who are at least 21 years of age and have completed one year of service, during which they have completed a minimum of 1,000 hours of service, are generally eligible to participate in the Plan. Participation by eligible employees is voluntary. The Plan entry dates are the first of each month following the month in which employees meet the eligibility requirements. Eligible employees may elect to participate in the Plan at any time after they become eligible.

Contributions

Plan participants may elect to defer up to 60% of pretax annual compensation, as defined in the Plan documents, not to exceed the maximum limit allowed by applicable law, through payroll deductions. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. Catch-up contributions are excluded from matching contributions made by the Company. Participants may also contribute amounts representing rollover distributions from other qualified sources.

The Plan also allows for the Company to make discretionary contributions, including matching contributions. Generally, the Company contributes 50% of the first 6% of compensation that a participant contributes to the Plan. Eligible participants who hold positions as directors or above are limited to a matching contribution of 50% of the first 3% of compensation that a participant contributes to the Plan. For the year ended December 31, 2013, the Company made discretionary matching contributions of \$3,135,380. The Plan does not provide for profit sharing contributions from the Company.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

1. Description of Plan, Continued

Participant Accounts

Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions and an allocation of Plan earnings. Investment earnings and changes in the fair value of Plan assets are allocated among and credited to each participant's account monthly based upon their prorata share of the beginning account balance.

Investment Options

The Plan provides for participant-directed accounts that allow participants to direct their account balances among various investments that are available under the Plan. The investment mix and elected deferral amounts allocated among the Plan's investment options may be changed at any time.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. With the exception of those participants described below, Company matching contributions vest in accordance with the following schedule:

<u>Years of Service</u>	<u>Percentage Vested</u>
1	20%
2	40%
3	60%
4	80%
5	100%

Active participants transferred in from Complete Petmart, Inc. 401(k) Plan (the Complete Petmart Plan) on January 1, 2012 are immediately vested in existing and future employer contributions. Terminated participants transferred in from the Complete Petmart Plan on January 1, 2012 will become fully vested in existing employer contributions after three years.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

1. Description of Plan, Continued

Notes Receivable from Participants

Participants may borrow against their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. Loan transactions are treated as transfers between investment funds and participant loan funds, using the same allocation method as contributions. The loans are secured by the participant's vested interest in their account balance and bear a reasonable rate of interest as determined by the Plan administrator. Loan terms range from one to five years, unless used for the purchase of primary residence, in which case they may mature in up to thirty years. Level payments of principal and interest are deducted from the participant's paycheck each pay period. If a participant's employment is terminated, any outstanding note receivable balance shall be treated as a distribution if not repaid within 60 days.

Payment of Benefits

Upon termination of service, retirement, death or disability, participants or their beneficiaries may elect to receive a distribution of the participants' vested account balances in lump-sum distributions, or defer distribution if the account balance exceeds \$1,000. Distributions may not be deferred later than the year following the year in which the participant attains the age of 70 ½.

While the Plan is designed to be a retirement income supplement, it provides flexibility for participants attaining 59 ½ years of age in cases where funds are needed prior to retirement. Accordingly, participants may withdraw funds before retirement up to their vested account balances. The plan also provides for hardship withdrawals in accordance with the Internal Revenue Code (IRC).

Forfeitures

Forfeitures may be used to reduce future employer contributions or to pay for Plan expenses. During the year ended December 31, 2013, forfeitures were used to reduce employer contributions and pay Plan fees totaling \$65,505 and \$144,596, respectively. During the year ended December 31, 2013, there were \$180,292 in forfeitures with related investment earnings of \$1,960. At December 31, 2013 and 2012, forfeited unvested amounts of \$194,467 and \$222,315, respectively, were invested in the Fidelity Managed Income Portfolio, a common/collective trust.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

2. Summary of Accounting Policies

General

The Plan maintains its accounts on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value (discussed in Note 5) is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires Plan management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates. Significant estimates used in preparing these financial statements include the fair value of investments. Management periodically evaluates estimates used in the preparation of the financial statements for continued reasonableness. It is reasonably possible that changes may occur in the near term that would affect such estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

2. Summary of Accounting Policies, Continued

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, Plan management considers the principal or most advantageous market in which the Plan would conduct a transaction, in addition to the assumptions that market participants would use when pricing the related assets or liabilities, including non-performance risk.

A three-level hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1— Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2— Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3— Unobservable inputs for the asset or liability.

See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through October 10, 2014, the date on which the financial statements were available to be issued. There have been no material subsequent events which would require recognition in the financial statements or disclosure in the notes to the financial statements, other than those described in Note 6.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

3. Investments, at Fair Value

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows:

	<u>2013</u>	<u>2012</u>
Fidelity Growth Company Fund	\$ 18,031,424	12,799,198
Fidelity Low Priced Stock Fund	13,575,080	6,123,474
Dodge & Cox Stock Fund	8,757,723	5,942,604
Fidelity Managed Income Portfolio	7,217,585	7,381,189
PIMCO Total Return Instl	6,081,617	-
Fidelity Freedom 2015 Fund	5,339,589	4,747,731
PIMCO Total Return Fund	-	6,858,523
CRM Mid Cap Value Fund	-	4,038,697

Investments are held with a trustee under a trust agreement. At December 31, 2013 and 2012, the fair value of the investments held in the trust fund was \$97,069,527 and \$73,464,678, respectively. For the year ended December 31, 2013, the fair value of the investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) by \$17,451,297 as follows:

Registered investment companies	\$ 17,487,333
Common collective trust	<u>(36,036)</u>
Net appreciation	<u>\$ 17,451,297</u>

Notes receivable from participants totaled \$2,881,153 and \$2,432,954 at December 31, 2013 and 2012, respectively. For the year ended December 31, 2013, interest income on notes receivable from participants was \$109,404.

4. Fair Value Measurements

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies: Valued at the net asset value of shares held by the Plan at year end.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

4. Fair Value Measurements, Continued

Common/collective trust: Valued at the present value of the expected cash flows for traditional insurance contracts and at the aggregate market value of the underlying investments for the alternative investment contracts (based primarily on quoted market prices).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Blended investment	\$ 30,694,434	-	-	30,694,434
Large cap	29,858,289	-	-	29,858,289
Mid cap	16,936,359	-	-	16,936,359
Intermediate-term bond	6,089,055	-	-	6,089,055
International	4,581,692	-	-	4,581,692
Small cap	1,368,826	-	-	1,368,826
Multisector bond	274,505	-	-	274,505
Diversified emerging markets	<u>48,782</u>	<u>-</u>	<u>-</u>	<u>48,782</u>
 Total registered investment companies	 <u>89,851,942</u>	 <u>-</u>	 <u>-</u>	 <u>89,851,942</u>
Common/collective trust:				
Investment contract	<u>-</u>	<u>7,217,585</u>	<u>-</u>	<u>7,217,585</u>
 Total assets at fair value	 <u>\$ 89,851,942</u>	 <u>7,217,585</u>	 <u>-</u>	 <u>97,069,527</u>

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

4. Fair Value Measurements, Continued

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Blended investment	\$ 22,114,572	-	-	22,114,572
Large cap	20,633,942	-	-	20,633,942
Mid cap	12,432,335	-	-	12,432,335
Intermediate-term bond	6,858,523	-	-	6,858,523
International	3,528,458	-	-	3,528,458
Small cap	386,419	-	-	386,419
Other	<u>129,240</u>	<u>-</u>	<u>-</u>	<u>129,240</u>
 Total registered investment companies	 <u>66,083,489</u>	 <u>-</u>	 <u>-</u>	 <u>66,083,489</u>
 Common/collective trust:				
Investment contract	<u>-</u>	<u>7,381,189</u>	<u>-</u>	<u>7,381,189</u>
 Total assets at fair value	 <u>\$ 66,083,489</u>	 <u>7,381,189</u>	 <u>-</u>	 <u>73,464,678</u>

5. Investment Contract with Insurance Company

The Plan has a benefit-responsive investment contract with Fidelity. Fidelity maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate to the Plan.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. The investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Fidelity, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

5. Investment Contract with Insurance Company, Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$7,217,585 and \$7,381,189, respectively. The investment contract has a portfolio investment rate design in which all deposits in the investment contract are credited with the same interest rate on a daily basis, and with no set maturity. The effective credited interest rate is set monthly and effective on the first day of the month. Contract charges may reduce this return.

Certain events limit the Plan's ability to transact at contract value with Fidelity. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the Company or other Company events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Company does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

	<u>2013</u>	<u>2012</u>
Average yields:		
Based on actual earnings	0.95 %	1.28%
Based on interest rate credited to participants	0.95 %	1.28%

6. Corrective Distributions Due to Participants

The Plan initially failed to meet certain nondiscrimination tests for the years ended December 31, 2013 and 2012, and \$947,622 and \$402,429, respectively, was required to be returned to certain participants subsequent to each Plan year end so that the Plan would meet the nondiscrimination requirements of the IRC. These amounts have been recorded in the statements of net assets available for benefits as liabilities of the Plan as of December 31, 2013 and 2012, respectively. The Plan distributed the 2013 and 2012 excess contributions to the applicable participants in 2014 and 2013, respectively.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

7. Tax Status

The Plan is a volume submitter plan for which the Plan administrator has received a determination letter, dated July 27, 2012, regarding tax exempt status under the provisions of the IRC. The Plan was amended on December 20, 2012; however, Plan management believes that the Plan is currently designed and being operated in compliance with the applicable requirement of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan is subject to routine audit by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Reconciliation of Financial Statements to Form 5500

The Plan is required to file an "Annual Return/Report of Employee Benefit Plan" (Form 5500) with the Internal Revenue Service (IRS). These financial statements agree in all material respects with Form 5500, except as described below.

The following is a reconciliation of net assets available for benefits as reported in the financial statements to the Form 5500 as filed:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits as reported on the financial statements	\$ 98,894,267	75,283,973
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>108,791</u>	<u>211,230</u>
Net assets available for benefits on Form 5500	\$ <u>99,003,058</u>	<u>75,495,203</u>

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
December 31, 2013 and 2012

8. Reconciliation of Financial Statements to Form 5500, Continued

The following is a reconciliation of net appreciation in fair market value of investments as reported in the financial statements to the Form 5500, as filed for the year ended December 31, 2013:

Net appreciation in fair market value of investments as reported on the financial statements	\$ 17,553,736
Adjustment in changes of fully benefit-responsive investment contracts from contract value to fair value	<u>(102,439)</u>
Net appreciation in fair market value of investments on Form 5500	\$ <u>17,451,297</u>

9. Plan Continuity

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

10. Party-in-Interest Transactions

The Plan's investments are administered by a trustee under a trust agreement. Accordingly, all purchases and sales of investments were transacted by the trustee.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain investment and administrative expenses of the Plan are paid directly by the Company.

All of these transactions qualify as party-in-interest transactions.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

11. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

12. Operational Failures

Voluntary Correction Program Submission

As fully described below, during 2011, 2012, and 2013 the Company identified certain operational failures in the Plan's administration of eligibility, non-discrimination testing, and annual true-up employer matching contributions during various years dating back to 2007. The Company is currently in the process of evaluating the scope of all issues identified in order to complete a submission to the IRS under the Voluntary Correction Program (VCP). The Company expects to complete this submission in 2015.

Plan management, Plan's counsel and the Company believe the operational failures will not cause the Plan to be disqualified by the IRS and that the actions to be implemented allow the Plan to be in compliance with the Plan documents and ERISA. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Employer Matching Contributions Operational Failures

During 2013, the Company identified an operational failure related to the annual true-up employer matching contributions for 2007 whereby the Company failed to remit such contributions to the Plan. Plan management and the Company estimate the total amount necessary to correct the failure to be \$46,000 and \$6,000, representing employer matching contributions and lost earnings on such employer contributions, respectively, as well as \$80,000 representing employer qualified non-elective contributions.

During 2012, the Company identified an additional operational failure related to the annual true-up employer matching contributions for 2011 whereby the Company utilized inaccurate compensation data in its calculation and misapplied contributions amongst participants. As such, certain participants received inaccurate employer matching contributions. Plan management and the Company are working on determining the scope of the issue and applicable corrections.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED

December 31, 2013 and 2012

12. Operational Failures, Continued

Non-Discrimination Testing Operational Failure

During 2011, the Company discovered that the required non-discrimination testing (NDT) for the 2010 Plan year was performed before the 2010 annual true-up was complete. NDT for the 2010 Plan year was reprocessed in May of 2011 after the 2010 true-up was completed. Plan management and the Company are in the process of reviewing the results of the reprocessed NDT and suggested estimated corrective contributions of \$25,000 in order to determine appropriate future action.

Eligibility Calculation Operational Failure

In August 2013, the Company discovered that 14 files containing hours worked used to determine participant eligibility were not loaded into Fidelity's system for eligibility tracking purposes between May 2010 and March 2013. Plan management and the Company are working on determining the scope of the issue and applicable corrections.

PETCO ANIMAL SUPPLIES, INC. 401K PLAN
SUPPLEMENTAL SCHEDULE
SCHEDULE H, PART IV, LINE 4i OF FORM 5500 -
SCHEDULE OF ASSETS HELD FOR INVESTMENT
EIN 33-0479906, PLAN NO. 001
December 31, 2013

(a)	(b) Issuer	(c) Description	(d) Cost ⁽¹⁾	(e) Value
Registered Investment Companies:				
*	Fidelity Management Trust	Fidelity Growth Company Fund	\$ -	18,031,424
*	Fidelity Management Trust	Fidelity Low Priced Stock Fund	-	13,575,080
	Dodge & Cox	Dodge & Cox Stock Fund	-	8,757,723
	PIMCO	PIMCO Total Return Instl	-	6,081,617
*	Fidelity Management Trust	Fidelity Freedom 2015 Fund	-	5,339,589
	American Beacon	American Beacon International Equity Fund	-	4,350,415
*	Fidelity Management Trust	Fidelity Freedom 2040 Fund	-	4,098,849
*	Fidelity Management Trust	Fidelity Freedom 2030 Fund	-	3,986,050
*	Fidelity Management Trust	Fidelity Freedom 2025 Fund	-	3,369,955
	Neuberger Berman	Genesis Fund	-	3,144,792
*	Fidelity Management Trust	Fidelity Freedom 2020 Fund	-	3,075,378
	Spartan	Spartan 500 Index Fund Fidelity Advantage	-	3,069,142
*	Fidelity Management Trust	Fidelity Freedom 2035 Fund	-	3,034,984
*	Fidelity Management Trust	Fidelity Freedom 2050 Fund	-	2,935,970
*	Fidelity Management Trust	Fidelity Freedom 2045 Fund	-	2,535,625
	Lord Abbett	Lord Abbett Developing Growth Fund	-	936,494
*	Fidelity Management Trust	Fidelity Freedom 2010 Fund	-	685,785
*	Fidelity Management Trust	Fidelity Freedom Income Fund	-	617,431
*	Fidelity Management Trust	Fidelity Freedom 2055 Fund	-	442,262
	Target	Target Small Capitalization Value T	-	432,332
*	Fidelity Management Trust	Fidelity Freedom 2000 Fund	-	430,972
*	Fidelity Management Trust	Fidelity Strategic Income Fund	-	274,505
*	Fidelity Management Trust	Fidelity Spartan Extended Market Index Advantage	-	216,487
	Oppenheimer Funds	Oppenheimer International Growth Y	-	147,944
*	Fidelity Management Trust	Fidelity Freedom 2005 Fund	-	141,584
	American Funds	American Funds EuroPacific Growth R6	-	52,353
	DFA Securities, LLC	DFA Emerging Markets Value I	-	48,782
	Spartan	Spartan Global XUS Index Advantage	-	30,980
	Spartan	Spartan US Bond Index Advantage	-	7,438
Common Collective Trust:				
*	Fidelity Management Trust	Fidelity Managed Income Portfolio	-	7,217,585
The Company		Loans To Participants	N/A	2,881,153
			<u>\$ N/A</u>	<u>99,950,680</u>

⁽¹⁾ Cost omitted for participant-directed investments

* Party-in-interest

See Accompanying Independent Auditors' Report

**PETCO ANIMAL SUPPLIES, INC. 401K PLAN
SUPPLEMENTAL SCHEDULE
REPORTABLE TRANSACTIONS
PART IV, LINE 4j OF FORM 5500
EIN 33-0479906, PLAN NO. 001
For the Year Ended December 31, 2013**

There were no reportable transactions for the year ended December 31, 2013.

See Accompanying Independent Auditors' Report