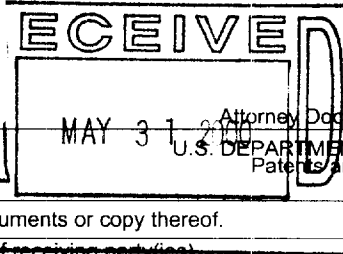


06-26-2000



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FORM PTO-1594  
1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Attorney Docket Nos. 19821-20, 21

U.S. DEPARTMENT OF COMMERCE  
Patents and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Pet Sitters International, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: North Carolina  
 Other

Additional name(s) of conveying parties attached?  Yes     No

2. Name and address of receiving party(ies)

Name: Pets.com, Inc.  
Internal Address:  
Street Address: 435 Brannan Street, Suite 100  
City: San Francisco State: CA ZIP: 94107  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State: California  
 Other  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes     No  
(Designation must be a separate document from Assignment)  
Additional names and addresses attached?  Yes     No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other:

Execution Date: September 20, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): **75/657379**  
**75/794357**

Additional numbers attached?  Yes     No

B. Trademark Registration No(s):

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark A. Steiner  
TOWNSEND AND TOWNSEND AND CREW LLP  
Two Embarcadero Center, 8<sup>th</sup> Floor  
San Francisco, California 94111-3834  
(415) 576-0200

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41): \$65.00  
 Enclosed               Charge Fees to Deposit Account  
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Mark A. Steiner                                           5-24-00  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

10. Change Correspondence Address to that of Part 5?  Yes     No

OMB No. 0651-0011 (exp. 4/94)

Mail documents to be recorded with required cover to: 06/26/2000 DNGUYEN 00000047 201430 75657379  
01 FC:481 40.00 CH  
01 FC 482 25.00 CH

Do not detach this portion

Asst. Commissioner for Trademarks  
Box: Assignments  
Washington, D.C. 20231

## **TRADEMARK ASSIGNMENT**

This ASSIGNMENT is made from PET SITTERS INTERNATIONAL, INC., a North Carolina corporation, located and doing business at 418 E. King Street, King, North Carolina 27021 (hereinafter "Assignor"), to PETS.COM, INC., a California corporation, located and doing business at 435 Brannan Street, Suite 100, San Francisco, CA 94107 (hereinafter "Assignee").

WHEREAS, Assignor claims and warrants that it owns all rights, title and interest of every kind, nature or description in and to the service marks TAKE YOUR DOG TO WORK DAY & Design and BOW WOW BRUNCH (hereinafter "the Marks"), including the U. S. applications therefore as described in the attached Exhibit A, (hereinafter "the Applications"), and that portion of the business to which the Marks pertain, all goodwill of the business pertaining thereto, all rights to use and register the Marks or collect royalties for the licensing thereof, and all claims for infringement thereof (hereinafter "All Rights in the Marks"); and,

WHEREAS, Assignor and Assignee wish for Assignee to acquire All Rights in the Marks and the Applications including that portion of the business to which the Marks pertain, and all good will of the business pertaining thereto.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign, set over and transfer to Assignee All Rights in the Marks, including the entire right, title and interest it may hold in and to the Marks, and all past, present and future registrations and applications therefor, including but not limited to the Applications, together with the portion of the business to which the mark pertains and with the whole of the good will of the business pertaining thereto. The rights of Assignee at common law and/or to the end of the term or terms of which registration of the Marks may be granted or

renewed are to be held and enjoyed by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; including all claims for royalties for licensing of the Marks and damages by reason of past infringement(s) of the Marks, with the right to sue for and collect the same for its own use and benefit, for the use, benefit and on behalf of its successors, assigns and other legal representatives.

This Assignment is subject to the Purchase Agreement dated September 20, 1999 between Pet Sitters International (Seller) and Pets.com (Buyer), and in the event of any inconsistency between this Assignment and the Purchase Agreement, the intent and terms of the Purchase Agreement shall prevail.

In Witness Hereof, Assignor has executed this Assignment effective as of September 20, 1999.

Dated: May 16, 2000 By: [Signature]  
Name: Paul J. Morahan  
Title: President  
PET SITTERS INTERNATIONAL, INC. (Assignor)

Dated: May 27, 2000 By: [Signature]  
Name: Chris Deyo  
Title: President  
PETS.COM (Assignee)

**EXHIBIT A to TRADEMARK ASSIGNMENT  
U.S. Service Mark Applications**

<b>Mark</b>	<b>Application Serial Number Filing Date</b>	<b>Services in Application</b>
TAKE YOUR DOG TO WORK DAY & Design	75/657379 March 12, 1999	Promoting the interests of dog owners, their dogs and co-workers of dog owners concerning the enhancement of the role of dogs in human society and increase the awareness of the great companions dogs make; promote and encourage dog adoptions from shelters, breed clubs and other organizations; and promoting pet-friendlier workplaces, in Class 42.
BOW WOW BRUNCH	75/794357 September 9, 1999	A pet-oriented meal held in conjunction with various special events of Applicant and which typically take place at restaurants and hotels, in Class 41