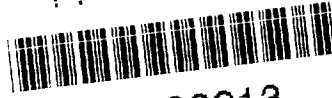


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 10-28-02 Greyrock Capital, a Division of Banc of America Commercial Finance Corporation
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: ICOD Acquisition Corporation Internal Address: Street Address: 120 North Meadow Rd. City: Midfield State: MA Zip: 02052
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Declaration under 37 CFR 2.20
Execution Date: 10/13/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1996009
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Paula D. Morris Internal Address: Paula D. Morris & Associates, P.C. 2925 Briarpark, Suite 930 Street Address: Same City: Houston State: Texas Zip: 77042

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00 Enclosed (Check No.: 2551) Authorized to be charged to deposit account
8. Deposit account number: 50-0997 (POTP-4010) (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 information is true and correct and any attached copy is a true copy of the original document. Scott D. Compton Signature Date 10-24-02

11/14/2002 DRYRME 00000067 1996009

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

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40.00 US

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2617 FRAME: 0600

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REGISTRANT:

ICOD Acquisition Corporation

DOCKET NO.: POTP 4010

REG NO.: 1,996,009

REGISTRATION DATE:  
08/20/1996

MARK: IN THE COMPANY OF DOGS

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DECLARATION OF SCOTT VERTREES

I, SCOTT VERTREES, declare:

1. I was the President of In the Company of Dogs, Inc., ("ICOD, Inc.") a Delaware corporation, from July 1999 to January 2000

2. I was the President of Petopia.com, Inc., a Delaware corporation, from February 2000 to October 2000.

3. C/R Catalog Corporation, a New York corporation, was the original registrant/applicant for the servicemarks "In the Company of Dogs," Reg. No. 1,996,009, and "ICOD," Ser. No. 75/841,840.

4. During my tenure as President of Petopia.com, Inc., C/R Catalog Corporation, was a wholly-owned subsidiary of Petopia.com, Inc.

5. In the Company of Dogs, Inc., granted a security interest in certain assets to Greyrock Capital, a Division of Banc of America Commercial Finance Corporation ("Greyrock") under a Security Agreement dated January 31, 2000 to secure ICOD, Inc.'s obligations to Greyrock under a certain Continuing Guarantee dated January 31, 2000 ("Guarantec").

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DECLARATION OF SCOTT VERTREES

6. Pursuant to the Guarantee, ICOD, Inc., guaranteed certain obligations of Petopia.com, Inc.

7. Assets in which Greyrock was granted a security interest by ICOD, Inc., include federally-registered servicemark, "In the Company of Dogs," Reg. No. 1,996,009, and servicemark application "ICOD," Ser. No. 75/841,840.

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true; and all statements made on information and belief are believed to be true.

SIGNED this 13<sup>th</sup> day of October, 2002.

  
SCOTT VERTREES

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DECLARATION OF SCOTT VERTREES