



COURT OF CHANCERY
OF THE
STATE OF DELAWARE

William B. Chandler III
Chancellor

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Submitted: December 9, 2003
Decided: January 21, 2004

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Re: *Gizzio v. Holly Riddel and Dogtoys.com, Inc.*
Civil Action No. 20578-NC

Dear Counsel:

I have considered the briefs submitted in connection with Jill Gizzio's motion for summary judgment in this § 225 action. Although Gizzio purports to rely solely on the February 12, 2000 unanimous consent of shareholders as the basis for her claim that she is the sole director of the company, serious factual disputes exist regarding the September 2002 and May 2003 resolutions that Riddel contends appointed, or ratified her appointment, as an officer and director of the company. Counsel for the company, Mr. Carosella, has testified (viewing the facts in the light most

favorable to the non-moving party) that he understood Riddel to have been an officer and director of the company. As the briefs and the record reflect material issues of disputed fact concerning the question of the lawful directors and officers of this company, I deny plaintiffs motion for summary judgment.

Counsel should confer and promptly contact my secretary to schedule a trial on the merits. Until this **Court** has had an opportunity to hear the testimony of the parties and other witnesses and reach a final resolution of this matter, I would recommend that counsel agree upon a form of order that will preserve the status quo of the company until a final determination of this controversy. Standstill agreements of this kind are fairly typical in § 225 proceedings.

IT IS SO ORDERED.

Very truly yours,

/S/ **William B. Chandler III**

William B. Chandler III

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