

05-15-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents

100710753

1 original document or copy thereof

1. Name of conveying party(ies):
Storybook Heirlooms, Inc.

2. Name and address of receiving party(ies):
Fulcrum Direct, Inc.

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

Internal Address: _____
 Street Address: 4321 Fulcrum Way, N.E.
 Rio Rancho State: NM Zip: 87124-8447

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 27, 1997

- 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 to attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,641,786 1,806,551
 1,950,207
 1,742,020

Additional numbers attached? Yes No

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

Name: Kimberly A. Collins
 Internal Address: Thorp Reed & Armstrong
 Street Address: One Riverfront Center, 9th Fl
 City: Pgh State: PA ZIP: 15222

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 105.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0888

(Attach duplicate copy of this page if paying by deposit account)

05/14/1998 SSMITH 00000287 1641786

01 FC:481 40.00 OP
 02 FC:482 75.00 OP

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.

Kimberly A. Collins
Name of Person Signing

Kimberly A. Collins
 Signature

4/20/98
 Date

Total number of pages including cover sheet, attachments, and documents:

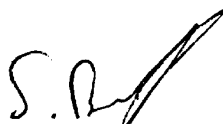
ASSIGNMENT OF REGISTRATIONS OF TRADEMARKS

WHEREAS, Storybook Heirlooms, Inc., a California corporation having an address of 333 Hatch Drive, Foster City, California 94404, is the owner of certain trademark registrations specifically described in Exhibit A hereto (the "Trademark Registrations"), and

WHEREAS, Fulcrum Direct, Inc., a Delaware corporation having an address at 4321 Fulcrum way, N.E. Rio Rancho, New Mexico 87124-8447, is desirous of acquiring the Trademark Registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

Storybook Heirlooms, Inc. does hereby assign unto Fulcrum Direct, Inc. all right, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, and the registrations thereof, as of June 27, 1997.



Scott A. Budoff
Title: Vice President and Secretary
Storybook Heirlooms, Inc.

EXHIBIT A

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
STORYBOOK HEIRLOOMS	1,641,786	April 16, 1991
STORYBOOK HEIRLOOMS	1,950,207	January 23, 1996
STORYBOOK HEIRLOOMS	1,742,020	December 22, 1992
JUST FOR KIDS	1,806,551	November 23, 1993