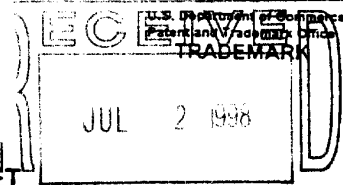


FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

07-08-1998



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MRO 7-2-98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
06-12-98

Conveying Party

Mark if additional names of conveying parties attached

Name Our Kids, Ltd.

Execution Date  
Month Day Year  
06-12-98

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name Pumpkin, Ltd.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 431 E. Bayaud Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Denver

Colorado

80209

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

07/07/1998 SSNITH 00000048 020396 2152583

FOR OFFICE USE ONLY

01 FC:481 40.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1751 FRAME: 0390

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,152,583"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Deborah A. Wilcox

Name of Person Signing



Signature

6/30/98

Date Signed

ASSIGNMENT  
(United States)

WHEREAS, Our Kids, Ltd., a corporation of the State of Colorado, having an address of 1400 Overlook Drive, Lafayette, Colorado 80026, has adopted and is using the following registered trademarks; and

Mark	Regn. No.	Date of Regn.
OUR KIDS	2,152,583	April 21, 1998

WHEREAS, Our Kids, Ltd. is the registered owner of the United States trademark registrations listed above; and

WHEREAS, Pumpkin Ltd., a Delaware corporation having its principal place of business at 431E. Bayaud Avenue, Denver, Colorado 80209 is desirous of acquiring said trademarks, said trademark registrations, and the goodwill associated therewith;

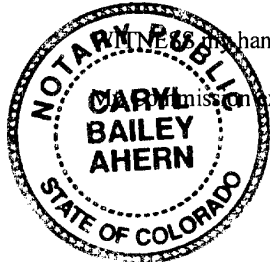
NOW, THEREFORE, for good and valuable consideration, Our Kids, Ltd. does hereby assign unto Pumpkin Ltd., effective June 12, 1998, all right, title, and interest in and to the said trademarks, together with the goodwill of the business symbolized by the said trademarks and the registrations of the said trademarks.

OUR KIDS, LTD.

By: [Signature]  
 Name: LL Walker  
 Title: CEO

STATE OF COLORADO )  
 ) ss.  
 CITY AND COUNTY OF DENVER )

CEO On this 12<sup>th</sup> day of June, 1998, before me personally came LL WALKER as  
CEO of Our Kids, Ltd., to me known and who executed the foregoing instrument, and duly  
 acknowledged to me that said instrument is her free act and deed individually.



my hand and official seal.

Commission expires: 10-27-01

[Signature]  
 Notary Public