

07-30-1998

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



To the Honorable Commissioner of P.

100780414

and original documents or copy thereof.

MRD 7-28-98

1. Name of conveying party(ies): Adorable Originals, Inc. 1960 West North Lane Phoenix, Arizona 85021

- Individual(s)
General Partnership
Corporation
Other

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

- Association
Limited Partnership

2. Name and address of receiving party(ies)

Name: Patterson & Keough, P.A.

Internal Address: 1200 Rand Tower

Street Address: 527 Marquette Avenue South

City: Minneapolis State: MN ZIP: 55402

- Individual(s)
Association
General Partnership
Limited Partnership
Corporation-State
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 Attorney's Lien

Execution Date: May 13, 1998

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

A. Trademark Application No.(s)

See attached Appendix and Attorney's Lien

B. Trademark Registration No.(s)

See attached Appendix and Attorney's Lien

Additional numbers attached? Yes No

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

Name: Niall A. MacLeod

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$240.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

04-1420 (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.

Niall A. MacLeod Name of person Signing

Niall A. MacLeod Signature

5/13/98 Date

Total number of pages arising cover sheet: 1

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

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Appendix

List of Trademark Registrations and Applications

Mark Registration No./Registration Date	Mark Application No./Application Date
I'M THE BIG SISTER Reg. No. 2,153,621, registered April 28, 1998	I'M THE BIG BROTHER s/n 74/704,901, filed July 24, 1995
	I'M THE BIG BROTHER DESIGN s/n 74/708,203, filed July 31, 1995
	I'M THE BIG SISTER DESIGN s/n 74,707,671, filed July 28, 1995
	I'M THE LITTLE BROTHER s/n 74/705,877, filed July 24, 1995
	I'M THE LITTLE BROTHER DESIGN s/n 74,707,173, filed July 28, 1995
	I'M THE LITTLE SISTER s/n 74/705,878, filed July 24, 1995
	I'M THE LITTLE SISTER DESIGN s/n 74,707,103, filed July 28, 1995

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

ADORABLE ORIGINALS, INC.,
an Arizona corporation

Civil Action No. 97-428 DSD/JMM

Plaintiff,

v.

NOTICE OF ATTORNEYS' LIEN

COHEN-THOMPSON ENTERPRISES,
LTD., a Minnesota corporation,
d/b/a, GIGGLES, ETC.,

Defendant.

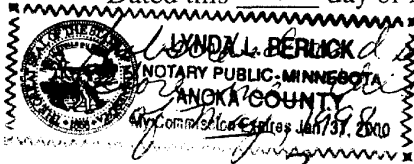
NOTICE IS HEREBY GIVEN that, Patterson & Keough, P.A., 1200 Rand Tower, 527 Marquette Avenue South, Minneapolis, Minnesota 55402, claims and intends to hold an attorneys' lien for the fair and reasonable value of legal services, including fees, costs, and disbursements, performed for or provided on behalf of, Adorable Originals, Inc. in the above entitled action. As of March 31, 1998, the value of these legal services was in the amount of \$110,923.56. Additional amounts have become due since that date.

Patterson & Keough, P.A. claims the attorneys' lien upon the cause of action, upon the interests of Adorable Originals, Inc. in any money or property involved in or affected by the action, including, without limitation, the property listed on Attachment A hereto, and upon any judgement or settlement proceeds which may be awarded to or obtained by Adorable Originals, Inc. in this action

STATE OF MINNESOTA)
)SS.
COUNTY OF HENNEPIN)

James H. Patterson, being duly sworn on oath, states he is an attorney at law at Patterson & Keough, P.A., 1200 Rand Tower, 527 Marquette Avenue South, Minneapolis, Minnesota 55402, and is authorized to practice as such in the State of Minnesota and that he knows the contents of the foregoing instrument and that the same is true of his own knowledge.

Dated this 13 day of May, 1998.



Lynda L. Berlick
Subscribed and sworn to
before me on this 13th day
of May, 1998.

Dated this 13 day of May, 1998.

James H. Patterson

James H. Patterson

Bricker Lavik

Bricker Lavik

Dorsey & Whitney LLP
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402
612/340-5645

Subscribed and sworn to before me
this 13th day of May, 1998.

Kristina Davis

Notary Public



ATTACHMENT A TO NOTICE OF ATTORNEY'S LIEN

Copyrights

Title	Copyright Registration No.	Author
I'm the Big Brother	VA 767-399	Adorable Originals, Inc.
I'm in the Middle (boy)	VA 875-949	Adorable Originals, Inc.
I'm the Little Brother	VA 767-400	Adorable Originals, Inc.
I'm the Big Sister	VA 767-398	Adorable Originals, Inc.
I'm in the Middle (girl)	VA 875-948	Adorable Originals, Inc.
I'm the Little Sister	VA 767-402	Adorable Originals, Inc.
Born to Shop with my Gramma	VA 766-382	Adorable Originals, Inc.
Born to Shop with my Aunt	VA 866-458	Adorable Originals, Inc.
Prima Ballerina	VA 875-953	Adorable Originals, Inc.
Prima Ballerina	VA 879-863	Adorable Originals, Inc.
Twinkle Toes	VA 766-380	Adorable Originals, Inc.
Daddy's Caddy (boy)	VA 767-397	Adorable Originals, Inc.
Daddy's Caddy (girl)	VA 767-401	Adorable Originals, Inc.
Grand Daddy's Caddy	VA 875-952	Adorable Originals, Inc.
Dad's Fishing Buddy (boy)	VA 766-385	Adorable Originals, Inc.
Dad's Fishin' Buddy (girl)	VA 766-387	Adorable Originals, Inc.
Grampa's Fishin' Buddy (girl)	VA 766-388	Adorable Originals, Inc.

Trademarks

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MRD 5-14-98 RE



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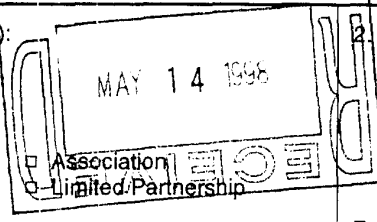
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1960 West North Lane
Phoenix, Arizona 85021

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Niall A. MacLeod
Name of person Signing

Niall A. MacLeod
Signature

5/13/98
Date

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