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Original documents or copy thereof.

1. Name of conveying party(ies):

100999209

Receiving party(ies):

Name: Just Your Pal, LLC

Just Your Pal, Inc.

03-22-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #58

Internal Address:

Street Address: 10960 Wilshire Boulevard

City: Los Angeles State: CA ZIP: 90024

- Individual(s)
- Association
- General Partnership
- Limited Partnership

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

XXX Corporation-State - Ohio

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

3. Nature of conveyance:

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

Execution Date: January 14, 1999

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

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

A. Trademark Application No.(s)

75/167,871 - 9/18/96  
 75/191,944 - 11/4/96  
 74/555,285 - 7/29/94  
 74/555,029 - 7/29/94

B. Trademark registration No.(s)

1,899,819 - 6/13/95  
 1,974,043 - 5/14/96  
 1,981,432 - 6/18/96  
 2,054,425 - 4/22/97  
 2,211,332 - 12/15/98

Additional numbers attached?  Yes  No

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

Name: D. Peter Hochberg, Esq.

Internal Address:

Street Address: 1940 E. 6th Street - 6th Floor

City: Cleveland State: OH ZIP: 44114

6. Total number of applications and registrations involved:

9

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

XXX Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

D. Peter Hochberg

Name of Person Signing

Signature

January 21, 1999

Date

Total number of pages comprising cover sheet:

1

Do not detach this portion

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

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

**ASSIGNMENT**

WHEREAS, **JUST YOUR PAL, INC.**, a corporation of the State of Ohio, located at 32118 Canyon Crest Court, Westlake Village, California 91361, is the owner of the trademark applications and registrations set forth in Exhibit A attached hereto;

WHEREAS, **JUST YOUR PAL, LLC**, a corporation of the State of Ohio, located at 10960 Wilshire Boulevard - Suite 1240, Los Angeles, California 90024, is desirous of acquiring the entire interest in such applications and registrations, and any registrations that may issue on such applications;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, **JUST YOUR PAL, INC.** by these presents does hereby sell, assign and transfer unto **JUST YOUR PAL, LLC** the entire right, title and interest in and to the said trademark applications and registrations, and all registrations that may issue on such applications identified herein, and together with that part of the goodwill of the business connected with the use of and symbolized by the foregoing marks and registrations.

Executed at, Westlake Village, California, this 14 day of

January, 1999.

**JUST YOUR PAL, INC.**

By: 

Name: Paula A. Luciano

Title: President

## EXHIBIT A

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILED</u>
WISH STARS	74/555,029	07-29-94
WISH-A-ROO	74/555,285	07-29-94
WISH-A-ROO	75/191,944	11-04-96
IMAGIFUNATION	75/167,871	09-18-96

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUED</u>
MERMEE	2,211,332	12-15-98
MAD PAD	1,899,819	06-13-95
GLAD PAD	1,981,432	06-18-96
WISH WATCH	1,974,043	05-14-96
WISH-A-ROO	2,054,425	04-22-97