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12-30-1999



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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document

1. Name of conveying party(ies):

The L. L. Knickerbocker Co., Inc.

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

2. Name and address of receiving party(ies):

Name: **Ashton-Drake Galleries, Inc.**
Address: **9333 Milwaukee Ave.**

City: **Niles** State: **IL** ZIP: **60714-1313**

Additional name(s) of conveying party(ies) attached

Yes No

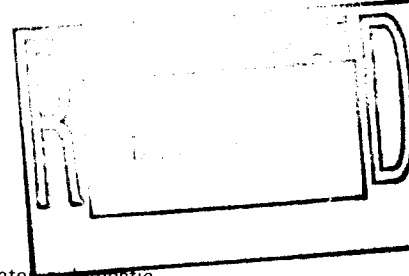
- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

- Corporation-State **Delaware**
- Other

If assignee is not domiciled in the United States a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)



Execution Date:

Additional name(s) & address(es) attached Yes No

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

A. Trademark Application No.(s):

B. Trademark registration No(s): **1,760,720; 1,820,038; 1,842,424; 1,848,644; 1,856,339; 1,856,844; 1,864,339; 1,876,719; 2,008,276 and 2,038,416**

Additional numbers attached? Yes No

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

Ms. Susan A. Henderson
9333 Milwaukee Ave.
Niles, IL 60714-1303
(847) 581-8353

6. Total number of applications and registrations involved:

7. Total fee: **\$265**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature

To the best of my knowledge and belief, the forgoing information is true and correct and any attached copy is a true copy of the original document.

Susan A. Henderson

12/15/99

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 1

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

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

12/29/1999 TTON11 00000122 1760720

01 FC:481
02 FC:482

40.00 DP
225.00 DP

TRADEMARK
REEL: 002004 FRAME: 0791

ASSIGNMENT OF TRADEMARKS

L. L. Knickerbocker Co., Inc., a California corporation with principal place of business at 25800 Commercecentre Drive, Lake Forest, IL 92630 for good and valuable consideration, receipt of which is hereby acknowledged, assigns to Ashton-Drake Galleries, Ltd., a Delaware corporation with principal place of business at 9333 Milwaukee Ave., Niles, IL 60714-1303, the "Intellectual Property as defined in the October 18, 1999 agreement between the parties, including, but not limited to all right title and interest in and to (i) its unregistered GEORGETOWN COLLECTION, NURSERY BABIES, SMALL WONDERS, SUGAR 'N SPICE, KINDERGARTEN KIDS, HONEY BEARS and other trademarks, (ii) the registered trademarks listed below and the registrations thereof, and (iii) the good will of the businesses associated with each of these trademarks.

<u>Mark</u>	<u>Reg. No.</u>	<u>Issued</u>
AMERICAN DIARY DOLLS	1,760,720	March 23, 1993
PORTRAITS OF PERFECTION	1,820,038	February 8, 1994
BABY KISSES	1,842,424	June 28, 1994
QUICK FOX	1,848,644	August 9, 1994
HEARTS IN SONG	1,856,339	September 27, 1994
CHILDREN OF THE GREAT SPIRIT	1,856,844	October 4, 1994
FARAWAY FRIENDS	1,864,339	November 22, 1994
ARTIST'S EDITION	1,876,719	January 31, 1995
SWEETHEARTS OF SUMMER	2,008,276	October 15, 1996
LITTLE BIT OF HEAVEN	2,038,416	February 18, 1997

Dated: October 24, 1999

L. L. Knickerbocker Co., Inc.

By Name: Louis L. KnickerbockerTitle: President / CEO

Sah/un/GeorgetownAs 10/20/99 10:49 AM