

MRA 2/7/00

FORM PTO-1018A
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U.S. Department of Commerce
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101285439

RECORDATION FORM COVER SHEET
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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 #
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Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

FOR OFFICE USE ONLY

03/09/2000 DNGUYEN 00000291 194215 75368548

01 FC:401 40.00 CH
02 FC:402 150.00 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

18378-78

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REEL: 002032 FRAME: 0551

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" value="75368548"/>	<input type="text" value="75647071"/>	<input type="text"/>	<input type="text" value="2086606"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75599532"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2159375"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75607879"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2168066"/>	<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

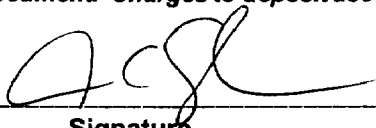
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Anna C. Silva  February 7, 2000

Name of Person Signing Signature Date Signed

ASSIGNMENT OF TRADEMARKS
AND U.S. APPLICATIONS/REGISTRATIONS THEREFOR

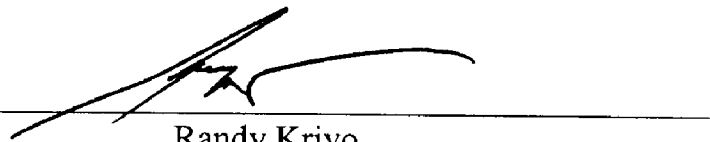
STARLIGHT CANDLES, INC., a Minnesota corporation having a principal place of business at 7667 Cahill Road, Edina, Minnesota 55439 (hereinafter called "Assignor") owns the trademarks and pending Applications and Registrations therefor as shown by the records in the United States Patent and Trademark Office as set out in Exhibit A attached hereto. Assignor is assigning the marks in Exhibit A as part of the entire business to which the marks pertain as required by 15 U.S.C. Section 1060;

WHEREAS ILLUMINATIONS.COM, INC., a Delaware corporation having a principal place of business at 1995 South McDowell Boulevard, Petaluma, California 94954, (hereinafter called "Assignee"), as successor of the ongoing existing business of Assignor, is desirous of acquiring said marks in Exhibit A, together with all goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to said marks and Applications/Registrations in Exhibit A and the goodwill of the business associated therewith and symbolized thereby.

STARLIGHT CANDLES, INC.

By



Randy Krivo
President

Dated: January 27, 2000

Assignment of Trademarks
From Starlight Candles, Inc. to Illuminations.com, Inc.

<u>Mark</u>	<u>Application Serial No./</u> <u>Registration No.</u>
EARTH'S EXPRESSIONS	75/368,548
STARBRITE	75/599,532
GLOWING SCENTSATIONS	75/607,879
CANDLICIOUS	75/647,071
AMERICA'S PREMIERE CANDLE COMPANY	2,086,606
GLOWING IMPRESSIONS	2,159,375
STARLIGHT	2,168,066

EXHIBIT A

RECORDED: 02/07/2000

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