

05-01-2000

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To the Honorable Commissioner

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cleo, Inc.

- Individual(s)
- General Partnership
- Corporation
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- Change of Name

Execution Date: March 27, 2000

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

Cleo Delaware, Inc.  
1105 North Market Street, Suite 1300  
Wilmington, Delaware 19801

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation: 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)  
Additional name(s) & addresses attached?  Yes  No

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

A. Trademark Application No.(s): 75436395; 75436525;  
75482250; 75479611

B. Trademark Reg. No.(s): 764510; 1530833; 1568339; 221714  
2297452; 2299407

Additional numbers attached  Yes  No

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

Stephen J. Meyers, Esq.  
Seidel, Gonda, Lavorgna & Monaco, P.C.  
Suite 1800 Two Penn Center Plaza  
Philadelphia, PA 19102

Attorney Docket No. 9447-ASN

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41)

\$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: **19-1135**

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS

Name of Person Signing

[Signature]  
Signature

30 March 2000

Date

Total number of pages including cover sheet, attachments and document 4

OMB No. 0641-0011 (exp. 4/94)

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

05/01/2000 TTD11 00000127 191135 764510

01 FC:481 40.00 CH  
02 FC:482 225.00 CH

**ASSIGNMENT OF TRADEMARKS AND SERVICE MARK**

WHEREAS, Cleo Inc , a Tennessee corporation ("Assignor"), has adopted, owns and is using the trademarks and service mark listed in Schedule A hereto ("the Marks") in connection with various goods and/or services;

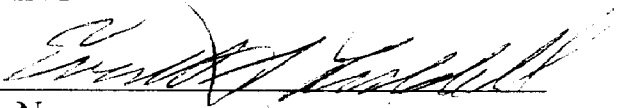
WHEREAS, Assignor owns the federal registrations and pending applications for registration for the Marks in the United States Patent and Trademark Office for the goods and/or services identified therein, as listed in Schedule A hereto:

WHEREAS, Cleo Delaware, Inc., a Delaware corporation ("Assignee"), desires to acquire the Marks and the above-referenced registrations and pending applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, including any choses in action, and the registrations and applications for registration thereof.

Dated effective as of: 11/15/2011

CLEO INC

By:   
Name: Edward J. Marshall  
Title: President



**SCHEDULE A**

**REGISTRATIONS**

<b>MARK</b>	<b>REGISTRATION NO.</b>	<b>DATE OF REGISTRATION</b>
CLEO and Design	764,510	February 11, 1964
CLEO and Design	1,530,833	March 21, 1989
VALUE SMART	1,568,339	November 28, 1989
HUGGY HUGGABLE	2,221,714	February 2, 1999
SPEED & EASE	2,297,452	December 7, 1999
MISCELLANEOUS DESIGN	2,299,407	December 14, 1999

**APPLICATIONS FOR REGISTRATION**

<b>MARK</b>	<b>PENDING APPLICATION SERIAL NO.</b>	<b>FILING DATE</b>
CLEO	75-436395	February 18, 1998
FROSTY FRIENDS	75-436525	February 18, 1998
TRENDITIONS and Design	75-482250	May 8, 1998
THE COLLECTION	75-479611	May 5, 1998