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09-18-2000



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U.S. Department of Commerce
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TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year
03 13 2000

Conveying Party

Mark if additional names of conveying parties attached

Name **AS SEEN ON TV, LTD.**

Execution Date
Month Day Year
03 13 2000

Formerly

74359679

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization **NEW YORK**

Receiving Party

Mark if additional names of receiving parties attached

Name **TACTICA INTERNATIONAL, L.L.C.**

DBA/AKA/TA

Composed of

Address (line 1) **350 FIFTH AVENUE**

Address (line 2)

Address (line 3) **NEW YORK**

City

NEW YORK

State/Country

10811

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other **LIMITED LIABILITY COMPANY**
- 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.)

Citizenship/State of Incorporation/Organization **NEW YORK**

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Name

Address (line 1)

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Area Code and Telephone Number

Name

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Address (line 2)

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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)

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.

NICOLE B. EMMONS

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

THIS ASSIGNMENT is made the 13th day of March, 2000, between AS SEEN ON TV, LTD., a corporation organized and existing under the laws of the State of New York (the "Assignor"), and TACTICA INTERNATIONAL, L.L.C., a limited liability company organized and existing under the laws of the State of New York (the "Assignee").

WHEREAS, the Assignor has adopted and used in the United States the trademark(s) listed in the Schedule hereto and is the owner of the applications therefor and registration(s) thereof shown in the said Schedule (the "Trademarks"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademarks and the good will associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademarks and the applications therefor and registrations thereof together with the good will of the business which is symbolized by the Trademarks and with the right to recover for damages and profits and all other remedies for past infringements thereof.

THE SCHEDULE

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
INSTA-PEEL +	74/359679	February 16, 1993

ASSIGNOR:

AS SEEN ON TV, LTD., a New York corporation

By: _____
Name: Avi Sivan
Its: President

ASSIGNEE:

TACTICA INTERNATIONAL, L.L.C., a New York limited liability company

By: _____
Name: Avi Sivan
Its: Chief Executive Officer