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TRADEMARK ASSIGNMENT FILING APPLICATION

To the Commissioner for Trademarks:

<DOCUMENT INFORMATION>

<PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENT(S) OR COPY(IES)>

<EFFECTIVE DATE OF THE ASSIGNMENT>

<EFFECTIVE DATE> 12292000

<CONVEYING PARTY INFORMATION>

<ADDITIONAL NAMES OF CONVEYING PARTIES ATTACHED>

<NAME>	FLAPDOODLES, INC.
<STREET>	P.O. BOX 1096
<CITY>	NEWARK
<STATE>	DELAWARE
<COUNTRY>	UNITED STATES
<ZIP/POSTAL CODE>	19715
<ENTITY INFORMATION>	
<CORPORATION: STATE OF INCORPORATION>	DELAWARE

2158400

<RECEIVING PARTY INFORMATION>

<NAME>	FLAP 2001, INC.
<STREET>	P.O. BOX 1096
<CITY>	NEWARK
<STATE>	DELAWARE
<COUNTRY>	UNITED STATES
<ZIP/POSTAL CODE>	19715
<ENTITY INFORMATION>	
<CORPORATION: STATE OF INCORPORATION>	DELAWARE

01/29/2001 DBYRNE 00000128 2158400

01 FC:481
02 FC:482

40.00 DP
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<ATTORNEY INFORMATION>

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<TELEPHONE NUMBER>	(302)429-4214
<FAX NUMBER>	(302)658-6395

<PAGES>

<Enter the total number of pages of the attached conveyance document including any attachments.>	6 (not including FORM PTO-1618A-C)
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<TRADEMARK APPLICATION NUMBER(S) OR REGISTRATION NUMBER(S)>**<TRADEMARK REGISTRATION NUMBER(S)>**

1. 2158400 (AQUADOODLES)
2. 1996038 (FLAPDOODLES)
3. 1997488 (FLAPDOODLES)
4. 1508286 (FLAPDOODLES)

<TRADEMARK APPLICATION NUMBER(S)>

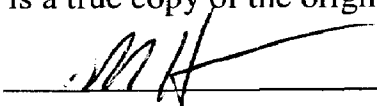
5. 75214359 (DOODLES)

<FEE INFORMATION>

<ENTER THE TOTAL NUMBER OF PROPERTIES INVOLVED>	5
<METHOD OF PAYMENT>	ENCLOSED (\$40 plus \$25 for each add.)
<TOTAL FEES PAID>	\$140.00

<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.>

<SIGNATURE>		* please sign here*
<DATE>	1-11-01	
<NAME>	MARC A. HAM	
<TITLE>	PRESIDENT	

**TRADEMARK ASSIGNMENT
DOODLES**

WHEREAS Flapdoodles, Inc., a Delaware corporation located at P.O. Box 1096, Newark, Delaware 19715 ("Assignor"), has intended to use the mark DOODLES in interstate commerce and has filed an application with the United States Patent and Trademark Office on December 17, 1996, based on its bona fide intent to use such mark in commerce, which application has been given Serial No. 75214359, but has not yet filed an allegation of use of the mark under Section 1(c) or 1(d) of the Trademark Act; and

WHEREAS Flap 2001, Inc., a Delaware corporation located at the same address ("Assignee"), is acquiring the entire business or portion thereof to which the mark pertains as required by 15 USC § 1060.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee the mark in the above identified application as part of the entire business or portion thereof to which the mark pertains as required by 15 USC § 1060.

FLAPDOODLES, INC.

Attest:

Edw. C. Norman
Name: Edw. C. Norman
Title:

By: Michael Lerner
Name: Michael Lerner
Title: President

STATE OF NEW YORK)
) SS.
NEW YORK COUNTY)

On the 29th day of December, 2000, before me, the undersigned notary public, personally appeared Michael Lerner, President of Flapdoodles, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within document, and acknowledged him/herself that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

(Notary Seal)

Christine M. Truiano
Notary Public
Name Printed: _____
My Commission Expires: _____

CHRISTINE M. TRUIANO
Notary Public, State of New York
No. 01TR5035808
Qualified in Rockland County
Commission Exp. November 14, 2002

**TRADEMARK ASSIGNMENT
FLAPDOODLES (TYPED DRAWING)**

WHEREAS Flapdoodles, Inc., a Delaware corporation located at P.O. Box 1096, Newark, Delaware 19715 ("Assignor"), has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1996038, dated August 20, 1996; and

WHEREAS Flap 2001, Inc., a Delaware corporation located at the same address ("Assignee"), is desirous of acquiring said mark and registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title, and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above identified registration thereof.

FLAPDOODLES, INC.

Attest:

Edward C. Normandin
Name: Edward C. Normandin
Title:

By: Michael Lerner
Name: Michael Lerner
Title: President

STATE OF NEW YORK)
) SS.
NEW YORK COUNTY)

On the 29th day of December, 2000, before me, the undersigned notary public, personally appeared Michael Lerner, President of Flapdoodles, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within document, and acknowledged him/herself that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

(Notary Seal)

Christine M. Truiano
Notary Public
Name Printed: _____
My Commission Expires: _____

CHRISTINE M. TRUIANO
Notary Public, State of New York
No. 01TR5035808
Qualified in Rockland County
Commission Exp. November 14, 2002

**TRADEMARK ASSIGNMENT
FLAPDOODLES (TYPED DRAWING)**

WHEREAS Flapdoodles, Inc., a Delaware corporation located at P.O. Box 1096, Newark, Delaware 19715 ("Assignor"), has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1997488, dated August 27, 1996; and

WHEREAS Flap 2001, Inc., a Delaware corporation located at the same address ("Assignee"), is desirous of acquiring said mark and registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title, and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above identified registration thereof.

FLAPDOODLES, INC.

Attest:

Edward C. Nozmondin
Name: Edward C. Nozmondin
Title:

By: *Michael Lerner*
Name: Michael Lerner
Title: President

STATE OF NEW YORK)
) SS.
NEW YORK COUNTY)

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In witness whereof, I hereunto set my hand and official seal.

(Notary Seal)

Christine M. Trujano
Notary Public
Name Printed: _____
My Commission Expires: _____

CHRISTINE M. TRUIANO
Notary Public, State of New York
No. 01TR5035808
Qualified in Rockland County
Commission Exp. November 14, 2002

**TRADEMARK ASSIGNMENT
AQUADOODLES**

WHEREAS Flapdoodles, Inc., a Delaware corporation located at P.O. Box 1096, Newark, Delaware 19715 ("Assignor"), has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2158400, dated May 19, 1998; and

WHEREAS Flap 2001, Inc., a Delaware corporation located at the same address ("Assignee"), is desirous of acquiring said mark and registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title, and interest in and to the said mark, together with the goodwill of the business symbolized by the mark, and the above identified registration thereof.

FLAPDOODLES, INC.

Attest:

[Signature]

Name:

Title:

By: *[Signature]*

Name: Michael Lerner

Title: President

STATE OF NEW YORK)
) SS.
NEW YORK COUNTY)

On the 29th day of December, 2000, before me, the undersigned notary public, personally appeared Michael Lerner, President of Flapdoodles, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within document, and acknowledged him/herself that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

(Notary Seal)

Christine M. Truiano

Notary Public

Name Printed: _____

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