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05-10-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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Mail documents to be recorded with required cover sheet information to:
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Enter the total number of pages of the attached conveyance document including any attachments.

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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.

Kim Diulus

Name of Person Signing

Signature

5/4/01

Date Signed

- -

**ASSIGNMENT OF FEDERAL REGISTERED TRADEMARKS
and TRADEMARK APPLICATIONS**

This Assignment of Federal Registered Trademarks and Trademark Applications ("ASSIGNMENT"), effective as of May 1, 2001 (the "EFFECTIVE DATE"), is made by and between Happy Dog Toys, L.L.C., an Arizona limited liability company having its principal place of business at 411 South Madison Drive, Tempe, Arizona 85281 ("ASSIGNOR") and Farnam Companies, Inc., an Arizona corporation having its principal place of business at 301 West Osborn Road, Phoenix, Arizona 85013 ("ASSIGNEE").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over unto ASSIGNEE, its successors and assigns, as of the EFFECTIVE DATE, all rights, title and interests in and to registered trademarks and applications for federal trademark registrations delineated on **Exhibit A** attached hereto (individually and collectively, the "TRADEMARKS"), together with the goodwill of the business associated with and symbolized by said TRADEMARKS; and together with all rights to damages, profits and/or any remedy whatsoever due or accrued arising out of any past infringement by any entity of said TRADEMARKS or any injury to the goodwill of the business associated with, and symbolized by, said TRADEMARKS.

IN WITNESS WHEREOF, ASSIGNOR has caused this ASSIGNMENT to be executed by his duly authorized representative as of the EFFECTIVE DATE.

ASSIGNOR

Happy Dog Toys, L.L.C., an Arizona limited liability company

By: _____


John Florance

Its: Managing Member

Exhibit A

<u>Trademark</u>	<u>Number</u>	<u>Date Filed or Registered</u>
Atomic Saucerball®	2,416,427	12/26/00
BinkyBall®	2,420,070	1/9/01
Bounce-N-Pounce®	2,317,205	2/8/00
Bouncing Plush™	76/159,096	11/6/00
ConeBone®	2,424,076	1/23/01
Funkeez™	76/158088	11/3/00
Happy Cat Head Logo™	76/159,099	11/6/00
Happy Dog Head Logo®	2,267,316	8/3/99
Jingleballs®	2,317,204	2/8/00
Jinglebone™	75/717589	5/19/99
Jumball™	75/609478	12/16/98
Kitten Mitten™	75/927136	2/23/00
Kitty L'Amour™	76/199,866	1/29/01
Ornamutts™	75/927135	2/23/00
TennisBone® (USA)	2,151,467	4/14/98
Toys For Dogs, Cats, And Other Kids™	75/831123	10/22/99
Zooball™	75/901549	1/17/00
Zoobeez!™	75/927134	2/10/00


CERTIFICATE OF MAILING

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" Service under 37 CFR 1.10 on the date indicated above and is addressed to:

Assistant Commissioner for Trademarks, Box Assignments, Washington, D.C. 20231

Mailing Label Number EG422521392US

Date of Deposit 05/04/2001

Signature of person mailing paper or fee 

Typed or printed name of person mailing paper or fee KIM DIULUS