

06-15-2001

FORM PTO 1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



To the Honorable

101752023

Send original documents or copy thereof.

1. Name of conveying party(ies): L-401
Eden L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other LIMITED LIABILITY COMPANY

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

2. Name and address of receiving party(ies)
Name: Manhattan Group, LLC

Internal Address: _____
Street Address: 430 First Avenue North, Ste. 500
City: Minneapolis State: MN ZIP: 55401

Individual(s) _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Corporation

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 28, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached Yes No

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No. 2,014,248

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: A. Minnie Alexander
Internal Address: Dorsey & Whitney LLP
Street Address: 220 South Sixth Street
City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1420
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

A. Minnie Alexander *Minnie Alexander* 06/04/01
Name of person Signing Signature Date

Total number of pages comprising cover sheet: 1

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06-04-2001

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ASSIGNMENT
UNITED STATES TRADEMARK

From Eden L.L.C., a New York limited liability company having an office at 1 Pennsylvania Plaza, New York 10119 ("EDEN"), to

Manhattan Group LLC, a Wyoming limited liability corporation having an office at 430 First Avenue North, suite 500, Minneapolis, Minnesota 55401 ("MANHATTAN")

WITNESSETH:

WHEREAS, EDEN is the owner of the entire right, title and interest in and to the following trademark and the United States trademark registration (the "TRADEMARK"):

<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Mark</u>
2,014,248	November 5, 1996	PAPA GEPPETTO'S SON

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, EDEN does hereby sell, assign and transfer to MANHATTAN the entire right, title and interest in and to the TRADEMARK, together with that part of the goodwill of the business connected with the use of and symbolized by said TRADEMARK, and U.S Trademark Registration No. 2,014,248, without warranty or representation.

IN WITNESS WHEREOF, EDEN has caused this Assignment to be executed by its duly authorized officer.


EDEN L.L.C.

Date: December 28, 1998

By: 
Name: Richard J. Miller
Title: President/CEO

State of New York)
) SS
County of New York)

On this 28th day of December, 1998, before me personally came Richard J. Miller, to me known, who, being duly sworn, depose and say that he is President/CEO of Eden L.L.C., the company described in and which executed the foregoing instrument.


Notary Public

LAURA PERKS
Notary Public, State of New York
No. 4777341
Qualified in Suffolk County
Commission Expires March 30, 2000