



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GROWING FAMILY, INC. **10-101**

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

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

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

Execution Date: 09/14/1999

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

Name: HASCO I.A. LIMITED
Internal: OCT - 1
Address: _____

Street
Address: 423 West Plumb Lane, Suite 7

City: Reno State: NV Zip: 89509

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

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 registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carol J. Hamilton
Blackwell Sanders Peper Martin LLP

Internal Address:
720 Olive Street 24th Floor
St. Louis State: Missouri Zip: 63101

6. Total number of applications and registrations involved: 46

7. Total fee (37 CFR 3.41)..... \$ 625.00
 Enclosed
 Authorized to be charged to deposit account
If fee insufficient, please debit

8. Deposit account number: 11-0160

(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.

Carol J. Hamilton [Signature] 9/25/01
Name of Person Signing Signature Date

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

SCHEDULE A

APPLICATIONS AND REGISTRATIONS IN THE NAME OF HASCO INTERNATIONAL, INC.

<i>App./Reg. No.</i>	<i>Mark</i>
1,139,643	BABIES ARE BEAUTIFUL
1,125,056	BABIES ARE BEAUTIFUL
1,139,614	BABIES ARE BEAUTIFUL
1,368,380	BIRTH-A-GRAM (STYLIZED)
75/706,995	DIGITAL EXPRESS
75/704,591	DIGITAL EXPRESS
75/704,822	DIGITAL EXPRESS
75/704,031	DIGITAL EXPRESS
1,159,119	FIRST FOTO
1,159,509	FIRST FOTO
76/052,121	FIRST FOTO
76/052,037	FIRST FOTO
76/052,123	FIRST FOTO
76/052,013	FIRST FOTO
76/052,015	FIRST FOTO
76/052,152	FIRST FOTO
76/052,019	FIRST FOTO
75/706,990	FIRST FOTO PREVIEW
75/704,821	FIRST FOTO PREVIEW
2,396,534	FIRST FOTO PREVIEW
75/706,994	FIRST FOTO PREVIEW
75/799,091	GROWING FAMILY
75/798,828	GROWING FAMILY
75/798,689	GROWING FAMILY
75/979,986	GROWING FAMILY
75/798,688	GROWING FAMILY
75/798,684	GROWING FAMILY
75/798,292	GROWING FAMILY
75/798,578	GROWING FAMILY
75/798,515	GROWING FAMILY
75/799,090	GROWING FAMILY
76/052,118	GROWING FAMILY and Design
75/875,651	GROWING FAMILY and Design
76/052,011	GROWING FAMILY and Design
75/943,293	GROWING FAMILY and Design
2,451,017	GROWING FAMILY and Design
76/052,007	GROWING FAMILY and Design
75/942,524	GROWING FAMILY and Design
75/942,583	GROWING FAMILY and Design
75/876,072	GROWING FAMILY and Design
2,185,019	HELPING NEW MOMS
2,334,905	HELPING NEW MOMS
75/572,497	HELPING NEW MOMS
1,420,617	LOVENOTES FROM FIRST FOTO
1,294,232	PREMIERE PHOTO and Design
1,295,188	PREMIERE PHOTO and Design

ASSIGNMENT

WHEREAS, HASCO International, Inc. (n/k/a Growing Family, Inc.) of 4203 Earth City Expressway Street, St. Louis, Missouri 63045 (hereinafter "Assignor"), has adopted and is the owner of the entire right, title and interest in and to the following trademark applications and registrations shown on the attached Schedule A.

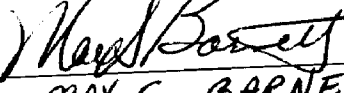
WHEREAS, HASCO I.A. LIMITED, a Delaware corporation duly organized under the laws of the state of Delaware (hereinafter "Assignee"), having its principal office and place of business at 423 West Plumb Lane, Suite 7, Reno, Nevada 89509, is desirous of acquiring all rights, title and interest in the trademark applications and registrations therefor and the good will of the business associated therewith.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN THAT, for and in consideration of valuable consideration to it paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor by these presents does hereby assign, sell, transfer and set over to said Assignee, Assignor's entire right, title and interest in the trademarks listed in Schedule A, together with the goodwill of the business associated therewith, including the right to sue for past and present infringement, the same to be held and enjoyed by Assignee for its own use and for the use of its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

Signed at St. Louis, Missouri this 14th day of September, 1999.

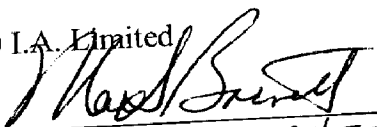
ASSIGNOR:

HASCO International, Inc.

By: 
Name: MAX S. BARNETT
Title: ASSISTANT SECRETARY

ASSIGNEE:

HASCO I.A. Limited

By: 
Name: MAX S. BARNETT
Title: SECRETARY / TREASURER

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TRADEMARK

RECORDED: 10/01/2001

REEL: 002376 FRAME: 0377