

02-20-2002

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(Rev. 03/01)
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ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Ace Novelty Co., Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 24, 2001

2. Name and address of receiving party(ies)

Name: Giftco, Inc.

Internal

Address: _____

Street Address: 700 Woodlands Parkway

City: Vernon Hills State: IL Zip: 60061

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Illinois
- 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) 74/159,228

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Holly Miller

Internal Address: _____

Vedder, Price, Kaufman & Kammholz

Street Address: 222 North LaSalle St. - 24th Floor

City: Chicago State: IL Zip: 60601

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:

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9. Signature.

Michael Turgeon

Name of Person Signing

Michael Turgeon
Signature

January 7, 2002

Date

3

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002445 FRAME: 0657

TRADEMARK ASSIGNMENT

"PENPALS FOR P.O.W.E.R."

WHEREAS, ACE NOVELTY CO., INC., a Texas corporation located and doing business at 4400 Tejasco, San Antonio, Texas 78218 ("Assignor") has adopted and used in its business the trademark "Penpals for P.O.W.E.R." which applied for registration on the Principal Register in the United States Patent and Trademark Office under Application No. 74/159,228, filed April 22, 1991, but which was subsequently abandoned (the "Trademark"); and

WHEREAS, GIFTCO, INC., an Illinois corporation located and doing business at 700 Woodlands Parkway, Vernon Hills, Illinois 60061 ("Assignee") is desirous of acquiring the Trademark and any resulting registration.

NOW, THEREFORE, in connection with Assignee's purchase of all or substantially all of the assets of Assignor and for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, convey and set over unto Assignee, Assignor's entire right, title and interest in and to the Trademark, as abandoned, and any resulting registration, together with the goodwill of the business which is associated with and symbolized thereby; all of Assignor's common law rights in the Trademark, as abandoned, and any resulting registration, including the right to bring action and recover for damages and profits and all other remedies for past infringements thereof; and Assignor's right to obtain and maintain any registrations thereon, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

This Assignment is effective as of August 24, 2001.

ACE NOVELTY CO., INC.

By: [Signature]
Title: CEO

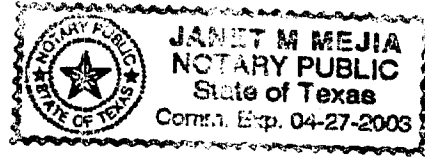
Date: 8-24-2001

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STATE OF Texas)
COUNTY OF Texas)

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On this 24 day of August, 2001, before me personally appeared Thomas Duran, to me personally known, who, being by me duly sworn, says that he is the CEO of Ace Novelty Co., Inc., a Texas corporation, and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet M Mejia
Notary Public

My commission expires: 4-27-2003

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