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(Rev. 03/01)  
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04-11-2002



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

To the Honorable Commissioner of

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and original documents or copy thereof.

<p>1. Name of conveying party(ies): Xebec Productions, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Thane International, Inc.</u> Internal Address: _____ Street Address: <u>78-140 Calle Tampico, Suite 20</u> City: <u>La Quinta</u> State: <u>CA</u> Zip: <u>92253</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>03-22-2002 U.S. Patent &amp; TMO/TM Mail Rcpt Dt. #61</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>3-13-02</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____          _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s) <u>1,655,438</u>          _____</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Scott W. Kelley</u>          Internal Address: <u>Kelly Bauersfeld Lowry &amp; Kelley, LLP</u>          _____          Street Address: <u>6320 Canoga Avenue, Suite 1650</u>          _____          City: <u>Woodland Hills</u> State: <u>CA</u> Zip: <u>91367</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Signature.</p> <p><u>Scott W. Kelley</u>      <u>March 20, 2002</u>          Name of Person Signing      Signature      Date</p> <p style="text-align: center;"><small>Total number of pages including cover sheet, attachments, and document: <input type="checkbox"/></small></p>	

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: 002480 FRAME: 0485

**TRADEMARK ASSIGNMENT**

WHEREAS, **XEBEC PRODUCTIONS, INC.**, a corporation of the State of California, as indicated on the records of the U.S. Patent and Trademark Office, owns the U.S. Trademark Registration identified as follows:

1. U.S. Trademark Registration No. **1,655,438**, registered September 3, 1991, for the mark **PLAY THE PIANO OVERNIGHT**.

WHEREAS, **THANE INTERNATIONAL, INC.**, a corporation of the State of Delaware, with its principal place of business at 78-140 Calle Tampico, Suite 201, La Quinta, California 92253, is desirous of acquiring the above-identified U.S. Trademark Registration, together with all associated good will.


NOW, THEREFORE, for good and valuable consideration, Xebec Productions, Inc., a California Corporation, assigns and transfers to Thane International, Inc., a Delaware Corporation, all right, title and interest in and to the above-identified trademark registration and all good will of the business symbolized by this mark.

The Commissioner of Patents and Trademarks is requested to record this Assignment in the files of the U.S. Patent and Trademark Office and return it to the attorneys of record:

Scott W. Kelley  
KELLY BAUERSFELD LOWRY & KELLEY, LLP  
6320 Canoga Avenue  
Suite 1650  
Woodland Hills, California 91367

XEBEC PRODUCTIONS, INC.

Date: 3-13, 2002

  
Kandy Lee Allen  
Secretary

State of CALIFORNIA )

County of Riverside )

On 13 day of March, 2002, before me, Patti Barnes, Notary

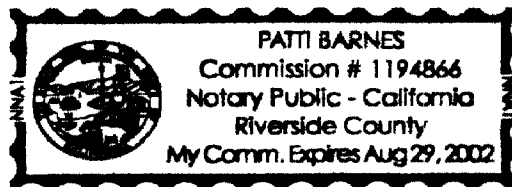
Public, personally appeared KANDY LEE ALLEN,

personally known to me

proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, of the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Signature of Notary)



*Patti Barnes*  
exp 8/29/02