

REC

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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents

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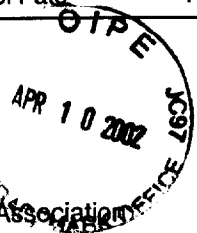
Send original documents or copy thereof.

1. Name of conveying party(ies):

HEARTHSONG, INC.

- Individual(s)
- General Partnership
- Corporation-State (California)
- Other

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



4-10-02

2. Name and address of receiving party(ies) 329-626

Name: FRESH INTELLECTUAL PROPERTIES, INC.

Internal Address:

Street Address: 1600 Stewart Avenue

City: Westbury State: NY ZIP: 11590

- 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

3. Nature of conveyance:

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

Execution Date: June 3, 2001

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

76/099,621

B. Trademark Registration No.(s)

1,714,548; 1,768,774; 2,039,660;
2,037,576; 2,052,763; 2,335,008;
2,236,301

Additional numbers attached? Yes No

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

Name: THOMAS M. GALGANO, ESQ.

Internal Address:

Street Address: 300 RABRO DRIVE

SUITE 135

City: HAUPPAUGE State: NY ZIP: 11788

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Thomas M. Galgano, Esq.

Name of Person Signing

Signature

3/28/2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 002483 FRAME: 0247

04/15/2002 LINDSEY 0000255 760996
10:00 AM
175.00 DP

ASSIGNMENT OF TRADEMARKS

WHEREAS, Hearthsong, Inc., a California corporation ("Assignor"), is the owner of the registered trademarks set forth on Schedule 1 attached hereto and incorporated by reference herein (collectively, the "Trademarks"); and

WHEREAS, pursuant to the terms of the Asset Purchase Agreement dated as of June 8, 2001, Assignor has agreed to assign the rights, interests, including goodwill, and titles to the Trademarks to Fresh Intellectual Properties, Inc., a Delaware corporation ("Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor by these presents hereby sells, assigns and transfers unto said Assignee, its successors, assigns and legal representatives, the entire right, title and interest of Assignor in and to the Trademarks, together with the right to recover for damages and profits and all other remedies for past infringement thereof; the Trademarks are to be held and enjoyed by said Assignee for its own use, and for its legal representatives and successors and assigns, to the full end of the term for which said Trademarks are granted or hereafter shall be granted, as fully and entirely as the same would have been held by Assignor had this sale, assignment and transfer not been made.

Upon request of Assignee, its successors or assigns, Assignor agrees to execute and deliver without further compensation any and all instruments, papers or documents, including without limitation such further trademark applications and assignments as may be necessary or desirable to secure to Assignee, its successors and assigns, the full enjoyment of rights and properties hereby conveyed.

* * *

IN WITNESS WHEREOF, Hearthsong, Inc. has executed this Assignment of Trademarks as of this 8th day of June, 2001.

HEARTHSONG, INC.

By: *Adam R. Dix*
Name: Adam R. Dix
Title: TREASURER & ASST SEC

STATE OF Michigan)
) SS.
COUNTY OF Kent)

On this 8th day of June, 2001, before me personally appeared Alan R. Dix,
Treasurer + Asst. Secretary of Hearthsong, Inc., a California corporation, to me known to be
the person described in and who executed the foregoing instrument on behalf of said corporation,
and acknowledged that he executed the same as the free act and deed said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, the day and year above written.

(SEAL)

Sue M Johnson
Notary Public

My commission expires:

SUE M JOHNSON
NOTARY PUBLIC STATE OF MICHIGAN
KENT COUNTY
MY COMMISSION EXP. OCT. 6 2005

SCHEDULE 1

Registered Federal Trademark of
Hearthsong, Inc.

Name	Status/Date of Filing	Registration Number
Toys You'll Feel Good About Giving	Registered 9/8/92	1,714,548
Fingermajic	Registered 5/4/93	1,768,774
Topsy Turvy Trolls	Registered 2/25/97	2,039,660
Making Scents	Registered 2/11/97	2,037,576
Magic Cabin Dolls	Registered 4/15/97	2,052,763
Wonder Wax	Registered 3/28/00	2,335,008
Wind & Wonder	Registered 3/30/99	2,236,301

Pending Federal Trademarks of
Hearthsong, Inc.

Name	Date of Filing	Serial Number
Pick-Up-Pizzas	7/31/00	76099621