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To the Honorable Commissioner of Patents

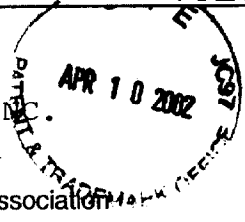
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Send original documents or copy thereof.

1. Name of conveying party(ies):

FOSTER & GALLAGHER, INC.

4-10-02



- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (Illinois), 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: June 8, 2001

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,455,274; 1,797,353; 1,810,889; 1,460,401; 2,442,195; 2,316,181; 2,290,162; 2,442,235; 2,394,285

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: 9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

4/15/2002 LNUELLER 00000254 1455274

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FC:401, FC:402

40.00, 200.00

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

ASSIGNMENT OF TRADEMARKS

WHEREAS, Foster & Gallagher, Inc., an Illinois 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, Foster & Gallagher, Inc. has executed this Assignment
of Trademarks as of this 8th day of June, 2001.

FOSTER & GALLAGHER, INC.

By: Alan R. Dix
Name: Alan 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 Foster & Gallagher, Inc., an Illinois 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 Trademarks of
Foster & Gallagher, Inc.

Name	Status/Date of Filing	Registration Number
Hearthsong (Catalogs)	Registered 9/1/87	1,455,274
Cook It! Club & Design	Registered 10/5/93	1,797,353
Tumbling Gnomes	Registered 12/14/93	1,810,889
Hearthsong (Catalog and mail order services)	Registered 10/6/87	1,460,401
Hearthsong (Stylized Letters)	Registered 4/10/01	2,442,195
Sparkling Bath Blossoms	Registered 2/8/00	2,316,181
Toby's Toy Outlet	Registered 11/02/99	2,290,162
www.Hearthsong.com	Registered 4/10/01	2,442,235
Kidz Street	Registered 10/10/00	2,394,285