

5/3/02

05-14-2002



COV. 102089335 OF
TRADEMARK PURSUANT TO 37 C.F.R. §3.31

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof:

Submission Type: New

Conveyance Type: Assignment

Execution Date: April 12, 2002

Conveying Party: THE MUSEUM COMPANY, INC., a Delaware Corp.

Receiving Party: MUSEUM COMPANY ACQUISITION CORP., a Delaware Corporation

390 N. Wiget Lane
Suite 200
Walnut Creek, CA 94598

Correspondent Name and Address: Nicole E. Miller, Esq.
Pryor Cashman Sherman & Flynn LLP
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New York, NY 10022
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Document Pages Recorded: 2

Trademark Reg. Nos.: 1,654,111

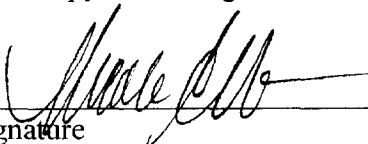
Number of Properties: 1

Fee Amount (check enclosed) \$40.00

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.

Nicole E. Miller, Esq.
Name of Signatory


Signature

5/1/02
Date

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U.S. TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of April 12, 2002.

WHEREAS, The Museum Company, Inc. (the "Assignor"), is the owner of all right, title and interest in and to each of the trademarks and the registrations relating to the trademarks listed on Schedule A hereto;


WHEREAS, The Museum Company Acquisition Corp., a Delaware corporation (the "Assignee"), desires to acquire all of Assignor's right, title and interest in and to each of the trademarks and the registrations relating to the trademarks listed on Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the entire right, title and interest of Assignor in and to each of the trademarks and the registrations relating to the trademarks set forth on Schedule A hereto, together with Assignor's interest in the goodwill symbolized by such trademarks, and with the right to sue and collect damages and/or profits for past infringements of said trademarks, the intent hereof being to substitute Assignee in the place of Assignor.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed in its name by its proper and duly authorized corporate officer as of the day and date first set forth above.

THE MUSEUM COMPANY, INC.

By: _____


Name: Howard Meitiner
Title: President

Schedule A
The Museum Company, Inc.

US Trademarks

MARK	COUNTRY	FILED	APPL#	REGDT	REG#	STATUS
THE MUSEUM COMPANY and Design	USA	12/11/89	74/009888	8/13/91	1,654,111	Renewed.