

07-05-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies): James P. O'Rourke 6-29-02

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: 11/30/1999

2. Name and address of receiving party(ies) Name: Sun Master Investment Limited Internal Address: 125 E. Bethpage Rd.

Street Address: City: Plainview State: NY Zip: 11803

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State

Other Hong Kong Corporation If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2107382

Additional number(s) attached Yes No

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

Name: Lindsey Leibowitz, Esq Internal Address: Feder, Kaszovitz, Isaacson, Neber, Skala, Bass & Rhine LLP

Street Address: 750 Lexington Ave.

City: NY State: NY Zip: 10022

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: 501738

(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.

LINDSEY LEIBOWITZ Name of Person Signing

Lindsey Leibowitz Signature

6/17/02 Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 002537 FRAME: 0867

ASSIGNMENT OF TRADEMARKS

WHEREAS, JAMES P. O'ROURKE, an individual having an address at 8005 Church Street East, Brentwood, Tennessee 37027 (the "Seller") is the owner of record of the name "Funnoodle" including without limitation those trademarks, trademark registrations and trademark applications therefore listed on Exhibit A annexed hereto (collectively, the "Trademarks") and the goodwill appurtenant thereto; and

WHEREAS, SUN MASTER INVESTMENT LIMITED, a corporation organized under the laws of the Hong Kong Special Administrative Region of the Peoples' Republic of China, having its principal place of business at 125 E. Bethpage Road, Plainview, New York 11803 (the "Buyer") desires to acquire the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Seller does hereby sell, assign and transfer unto the Buyer and the Buyer does hereby purchase from the Seller all of the Seller's entire right, title and interest throughout the world, under any federal or state law or regulation, under common law or otherwise in and to the Trademarks together with the goodwill appurtenant thereto and to the business in connection with which the Trademarks are used (including without limitation the registration thereof which are listed on Exhibit A annexed hereto and the related goodwill) and the Seller's right, title and interest in and to any and all claims and demands it may have either at law or in equity arising out of past, present or future infringement or use of the foregoing.

The Seller hereby authorizes appropriate officials to record this instrument and to record the Buyer as the new owner of the Trademarks. This Assignment is being executed and delivered pursuant to and is subject to the terms and provisions of the Asset Purchase Agreement between Buyer and Seller of even date herewith.

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**TRADEMARK**

**REEL: 002537 FRAME: 0868**

IN WITNESS WHEREOF, the Seller has caused this assignment to be duly executed this 30th day of November, 1999.

JAMES P. O'ROURKE

By: *James P. O'Rourke*

STATE OF N.Y. )  
COUNTY OF N.Y. ) ss.: \_\_\_\_\_ )

November 30, 1999

Before me, the undersigned personally appeared, James P. O'Rourke, known to me or satisfactorily proven to be the individual who subscribed to the foregoing instrument, and who acknowledged to me that he signed said instrument as his free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand.

*Barbara Delin*

Notary Public  
My Commission Expires:

BARBARA DELIN  
Notary Public, State of New York  
No. 01DE4998314  
Qualified in Queens County  
Commission Expires June 22, 20\_\_

BARBARA DELIN  
Notary Public, State of New York  
No. 01DE4998314  
Qualified in Queens County  
Commission Expires June 22, 2000

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EXHIBIT A

Registrations

<u>Trademark</u>	<u>Country</u>	<u>Number</u>	<u>Date (mm/dd/yy)</u>
Funnoodle	United States	2,107,382	10/21/97

Applications

<u>Trademark</u>	<u>Country</u>	<u>Number</u>	<u>Date (mm/dd/yy)</u>
Funnoodle	Japan	38074/98	11/10/98
Funnoodle	New Zealand	269,400	11/11/96
Funnoodle	Brazil	819,794,589	1/23/97
Funnoodle	European Union	406,553	11/5/96
Funnoodle	South Africa	96/17445	12/5/96

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