

RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		
Tab settings => => =>		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<p>1. Name of conveying party(ies):</p> <p>Trendmasters, 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 <u>Missouri</u> <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)</p> <p>Name: <u>ZCo, LLC</u></p> <p>Internal _____</p> <p>Address: _____</p> <p>Street Address: <u>2001 Park Place, Suite 320</u></p> <p>City: <u>Birmingham</u> State: <u>AL</u> Zip: <u>35203</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><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></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>March 17, 2003</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s) <u>2,184,475; 2,229,010; 2,239,215; 2,458,793</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Becky L. Troutman</u></p> <p>Internal Address: <u>Thelen Reid & Priest LLP</u></p> <p>Street Address: <u>P.O. Box 190187</u></p> <p>City: <u>San Francisco</u> State: <u>CA</u> Zip: <u>94119</u></p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>115.00</u></p> <p> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account </p> <p>8. Deposit account number:</p> <p style="text-align: center;"><u>500918</u></p>	
DO NOT USE THIS SPACE		
<p>9. Signature.</p> <p style="text-align: center;"> Becky L. Troutman <i>Becky L. Troutman</i> April <u>23</u>, 2003 Name of Person Signing Signature Date </p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 4</p>		

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

Guidelines for Completing Trademarks Cover Sheets

SF #746007 v1

TRADEMARK

REEL: 002638 FRAME: 0614

700028658

EXHIBIT B

TRADEMARK ASSIGNMENT

This Trademark Assignment is made and entered into on this 17th day of MARCH, 2003 by and between Trendmasters, Inc., a Missouri corporation ("Assignor"), and ZCo, LLC, a Delaware limited liability company ("Assignee"), with reference to the following:

A. Assignor is the owner of the trademark applications and registrations listed in Exhibit A hereto (the "Marks"); and

B. Assignee desires to acquire the entire right, title and interest in and to the Marks.

NOW, THEREFORE, the parties agree as follows.

1. **Assignment.** For and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby conclusively acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title and interest in and to the Marks, the ongoing and existing business of Assignor to which the Marks pertain and the goodwill of the business symbolized by the Marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made. Assignor's assignment hereunder is without representation, warranty, or recourse.

In witness whereof, _____, an authorized representative of Trendmasters, Inc., has set his/her hand on behalf of Trendmasters, Inc. this 17th day of MARCH, 2003.

TRENDMASTERS, INC.

By: [Signature]
Name: JAMES HORNBY
Title: C.E.O.

State of Missouri:
County of St. Louis:

Personally appeared before me the above-named James Hornby, to me well known, who signed the foregoing TRADEMARK ASSIGNMENT on behalf of Trendmasters, Inc. in my presence on the date thereof and acknowledged the same to be his/her voluntary act and deed.

[Signature]
Notary Public

My commission to expire on _____

STEVEN GOLDSTEIN
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires _____
TRADE MARK

In witness whereof, James D. Davis, an authorized representative of ZCo, LLC, has set his/her hand on behalf of ZCo, LLC this 19th day of March, 2003.

ZCo, LLC

By: [Signature]
Name: James D. Davis
Title: President

State of Alabama:
County of Jefferson:

Personally appeared before me the above-named James D. Davis, to me well known, who signed the foregoing TRADEMARK ASSIGNMENT on behalf of ZCo, LLC in my presence on the date thereof and acknowledged the same to be his/her voluntary act and deed.

[Signature]
Notary Public

My commission to expire on Oct. 29, 2006

EXHIBIT B-1**TRADEMARK APPLICATIONS**

1. U.S. Trademark Application No. 75/834,274 for the mark ZOOB TUBE, filed October 28, 1999 (now abandoned).
2. U.S. Trademark Application No. 75/833,984 for the mark ZOBDUDE, filed October 28, 1999 (now abandoned).
3. U.S. Trademark Application No. 76/297157 for the mark ZOOB ZOOB DREAM IT. CREATE IT. ANIMATE IT. (Stylized), filed August 10, 2001 (now abandoned).

TRADEMARK REGISTRATIONS

1. U.S. Trademark Registration No. 2184475 for ZOOB, registered August 25, 1998.
2. U.S. Trademark Registration No. 2229010 for PRIMORDIAL, registered March 2, 1999.
3. U.S. Trademark Registration No. 2239215 for CITROID, registered April 13, 1999.
4. U.S. Trademark Registration No. 2458793 for a Design mark, registered June 5, 2001 on the Supplemental Register.