

Form PTO-1564
08/31/92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sirius Products, Inc.**18911 Nordhoff Street, Suite 37
Northridge, California 91324** Limited Liability Company
 Individual(s) **Corporation - California**
 Other

Additional name(s) of conveying party(ies) attached?

 Yes No

2. Name and address of receiving party(ies):

SOAPWORKS, LLC**18911 Nordhoff Street, Suite 37
Northridge, California 91324** Corporation
 Individual(s)
 Public Limited Liability Company **Limited Liability Company -
Delaware**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 names(s) & address(es)
attached? Yes No

3. Nature of conveyance:

 Change of Name
 Security Agreement
 Assignment
 Merger**Execution Date: May 28, 2003**

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

A. Trademark Application No.(s)

**76/363,581
76/363,580**

B. Trademark registration No.(s):

2,712,258Additional numbers attached? Yes No5. Name and Address of party to whom correspondence concerning
document should be mailed:Name: **Mark B. Harrison, Esq.**
Internal Address: **VENABLE**
Street Address: **P.O. Box 34385
Washington, D.C. 20043**6. Total number of applications involved: 37. Total fee (37 CFR 3.41) **\$90.00** **Authorization is granted to deduct the
above-referenced fee from our Deposit Account.**8. Deposit account number: **22-0261**(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.***Mark B. Harrison, Esq.**
Name of Person Signing
Signature**6/4/03**
Date**Total number of pages comprising cover sheet:**

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VENABLE

ASSIGNMENT

WHEREAS, Sirius Products, Inc., a corporation organized under the laws of California, with its address at 18911 Nordhoff Street, Suite 37, Northridge, California 91324 (hereinafter referred to as "Assignor"), is the owner of the United States Trademark applications and registration shown on Schedule "A" attached hereto and of the trademarks shown in said applications and registration, and of the goodwill of the business symbolized by said marks;

AND WHEREAS, SOAPWORKS, LLC, a limited liability company organized under the laws of Delaware, with an address at 18911 Nordhoff Street, Suite 37, Northridge, California 91324, (hereinafter "Assignee"), is desirous of acquiring the entire right, title and interest in and to the said United States trademark applications and registration, and the trademarks shown in said applications and registration and the goodwill of the business symbolized by said marks;

NOW THEREFORE, for One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee the entire right, title and interest in and to the said United States trademark applications and registration, and the trademarks shown in the said applications and registration, together with the goodwill of the business symbolized by said marks, the right of Assignor to conduct business under said trademarks, and the right of Assignor to sue for past and future infringements.

Done this 28 day of MAY, 2003.

Sirius Products, Inc.

By:

[Handwritten Signature]

Name:

VICE PRES.

Title:

JEFFREY WYKOFF

SCHEDULE A

1. Trademark: AMILYA'S SOAPWORKS
Serial No.: 76/363,581
Filing Date: January 29, 2002
2. Trademark: SOAPWORKS
Serial No.: 76/363,580
Filing Date: January 29, 2002
3. Trademark: Bubble Design
Reg. No.: 2,712,258
Reg. Date: April 29, 2003

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VENABLE

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant/Registrant: SOAPWORKS, LLC (by Assignment)

Trademark: AMLYA'S SOAPWORKS
Serial No.: 76/363,581
Filing Date: January 29, 2002

Trademark: SOAPWORKS
Serial No.: 76/363,580
Filing Date: January 29, 2002

Trademark: Bubble Design
Reg. No.: 2,712,258
Reg. Date: April 29, 2003

POWER OF ATTORNEY

All prior powers of attorney are hereby revoked and registrant hereby appoints as attorney Mark Harrison, Janet Satterthwaite, Marcia Auberger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his offices and post office address at 1201 New York Avenue N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 to prosecute this registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive all documents, concerning this registration.

DESIGNATION OF CORRESPONDENCE ADDRESS

Send all notices, official letters, communications, documents and other correspondence concerning this registration to: Mark Harrison, VENABLE, P.O. Box 34385, Washington, D.C. 20043-9998.

Done, this 28 day of MAY, 2003.

SOAPWORKS, LLC

By: [Signature]
Name: ANDREW PRICE
Title: PRE.