

02-13-2003



To the Honorable Commissioner of

102365120

original documents or copy thereof.

1. Name of conveying party(ies):
MEMORIES & MORE, INC.

2-11-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 21, 2003

2. Name and address of receiving party(ies)

Name: MAKING MEMORIES WHOLESALE, INC.

Internal

Address:

Street Address: 1168 WEST 500 NORTH

City: CENTERVILLE State: UT Zip: 84014

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State UTAH
- 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 registration number(s):

A. Trademark Application No.(s) 76/363,265

B. Trademark Registration No.(s) 2,316,341

Additional number(s) attached Yes No

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

Name: Thorpe North & Western LLP

Internal Address: Peter M. de Jonge

Street Address: P.O. Box 1219

City: Sandy State: UT Zip: 84091-1219

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Peter M. de Jonge

Name of Person Signing

Signature

2/6/03

Date

Total number of pages including cover sheet, attachments, and document: 3

FINANCIAL SECTION

02/12/2003 TBIAZ1 00000170 76363265

01 FC:0521 40.00 OP
02 FC:0522 25.00 OP

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

ASSIGNMENT

WHEREAS, MEMORIES & MORE, INC. (hereinafter referred to as "ASSIGNOR"), a Utah corporation, is the owner of all right, title, and interest in and to the following trademarks, (hereinafter referred to as the "Marks"), which are pending and/or registered in the United States Patent and Trademark Office on the Principal Register under the application and registration numbers referenced below (hereinafter referred to as the "application and registration"):

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>FILING DATE</u>
M MAKING MEMORIES & DESIGN	76/363,265	Jan. 28, 2002
<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUE DATE</u>
TWISTEL	2,316,341	Feb. 08, 2000

WHEREAS, MAKING MEMORIES WHOLESALE, INC., (hereinafter referred to as "ASSIGNEE"), a Utah corporation, having a principal business office at 1168 West 500 North, Centerville, Utah 84014, is desirous of acquiring all right, title and interest in and to the Marks held by Memories & More, Inc., and the above-identified application and registration;

WHEREAS, this assignment is being effected pursuant to the further assurances clause in the Bill of Sale, Assignment and Assumption Agreement entered into as of July 01, 2002 between Assignor and Assignee;

NOW, THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration paid to the ASSIGNOR by the ASSIGNEE, the receipt and sufficiency of which is hereby acknowledge, THE ASSIGNOR HEREBY ASSIGNS TO THE ASSIGNEE any and all right, title and interest which it may hold in and to the

Marks and the above-identified application and registration, together with the goodwill of the business symbolized by and associated with the Marks.

This Assignment and Agreement shall be binding upon any and all successors of the ASSIGNOR.

EFFECTIVE as of this 21 day of January, 2003.

Memories & More, Inc.



By: Eric Eliason
Title: President