

Form PTO-1594
(Rev. 10/02)

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

OMB No. 0651-0027 (exp. 8/30/2005)

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):

Xtra Online Corporation (Delaware)

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

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

2. Name and address of receiving party(ies)

Name: i:FAO of North America, Incorporated

Internal Address: _____

Street Address: 19229 Sonoma Highway, #125

City: Sonoma State: CA Zip: 95476

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 30, 2001

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

A. Trademark Application No.(s) _____
 75/575,060

B. Trademark Registration No.(s) _____
 2,278,371

Additional number(s) attached Yes No

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

Name: Alan Behr

Internal Address: Alston & Bird LLP
 IP Dept.

Street Address: 90 Park Avenue

City: New York State: NY Zip: 10016

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:
 230380 Order no. 111603/232043

DO NOT USE THIS SPACE

9. Signature.

Alan Behr 6-24-03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

CIH \$65.00 230380 76676060

ASSIGNMENT NUNC PRO TUNC


WHEREAS, Xtra On-Line Corporation, a Delaware Corporation having its principal offices at 2920 N. Stemmons Freeway, Dallas, Texas 75247 (hereinafter referred to as "Xtra"), owned the POWERTRIP and POWERTRIP.COM trademarks and corresponding United States Patent and Trademark Office Registration No. 2,278,371 and Application No. 75/575,060, which registration and application are subsisting and valid; and of which Xtra is the owner of record;

WHEREAS, i:FAO of North America, Incorporated, a Delaware Corporation having its principal address at 19229 Sonoma Highway, #125, Sonoma (hereinafter "i:FAO"), CA 95476, acquired said marks, the goodwill therein and the registration thereof by an Asset Purchase Agreement dated November 30, 2001; and

WHEREAS, i:FAO desires to conform the records in the Assignment Branch of the United States Patent and Trademark Office to reflect its ownership of those trademarks and the registration thereof;

NOW, THEREFORE, be it known that for good and valuable consideration, receipt of which is hereby acknowledged, said Xtra did assign unto said i:FAO all right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the said marks, and the registration and application thereof and ownership thereof now resides in i:FAO.

Dated: 06/18/2003

i:FAO of North America


By: _____
Name: KARIN FROESE
Office: SECRETARY