

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Kids Line, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: 11/04/2003

2. Name and address of receiving party(ies)

Name: Kids Line, LLC

Internal

Address: _____

Street Address: 2601 Sequoia Drive

City: South Gate State: CA Zip: 90061

- individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

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) _____

B. Trademark Registration No.(s) 2,177,304;
2,754,915

Additional number(s) attached Yes No

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

Name: Sidley Austin Brown & Wood LLP

Internal Address: Attn: Kim Bernstein

Street Address: 555 W. Fifth Street, 40th FL

City: Los Angeles State: CA Zip: 90013

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:

501597

DO NOT USE THIS SPACE

9. Signature.

Kim Bernstein, Legal Assistant

11/05/2003

Name of Person Signing

Date

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

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

CH \$65.00 501597 2177304

TRADEMARK ASSIGNMENT

WHEREAS, KIDS LINE, INC., a corporation organized under the laws of the State of California, having a place of business at 2601 Sequoia Drive, South Gate, California 90280 ("Assignor"), is the owner of the trademarks, common law and registered, shown on the attached Schedule A (the "Trademarks"); and

WHEREAS, KIDS LINE, LLC, a Delaware limited liability company, having a place of business at 2601 Sequoia Drive, South Gate, California 90280 ("Assignee"), is desirous of acquiring all rights, title and interest in and to the Trademarks, the goodwill of the business symbolized thereby, and the registrations and/or applications for registration therefor.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby:

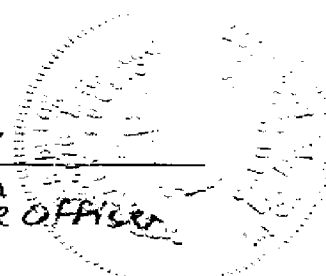
1. Assignor hereby sells, transfers, assigns and conveys to Assignee all of its rights, title and interest in and to the Trademarks shown on the attached Schedule A, including any choses in action relating to said Trademarks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademark rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the registrations and/or application for registration therefor, and all rights to seek registration, whether in the United State of America or any foreign country.
2. Assignor represents and warrants that it has valid and marketable title to each of the Trademarks shown on the accompanying Schedule A and that they are free and clear of any liens, claims, charges, options or other encumbrances of any nature whatsoever.
3. The Assignment shall be binding upon Assignor, Assignor's successors and assigns, and upon all others acting by, through, with or under Assignor's direction or control, and all those in privity therewith.
4. Assignor further covenants, agrees and undertakes to execute, whenever requested by Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademarks hereby assigned, all without further compensation to Assignor.

This Assignment is made as of the 15th day of March, 2002.

KIDS LINE, INC.

By:

Michael Lefin
 Name: Michael Lefin
 Title: Chief Executive Officer



State of California)
County of *Los Angeles*)

ss.

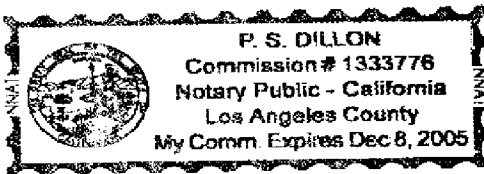
On this 4th day of November, 2003, personally appeared Michael Levin of Kids Line, Inc. and acknowledged that he executed the foregoing Assignment as his free act and deed and as the free act and deed of said corporation for the purposes set forth therein and intending that this instrument be recorded.

(Seal)

P.S. Dillon
NOTARY PUBLIC

My Commission Expires: December 8, 2005

P.S. Dillon
printed or stamped name of Notary



SCHEDULE A**KIDS LINE, INC.****REGISTERED TRADEMARKS**

U.S. TRADEMARK	REGISTRATION/SERIAL NO.	REGISTRATION/FILING DATE
Bebe Fina	2,177,304	July 28, 1998
Kidsline	2,754,915	August 26, 2003

UNREGISTERED TRADEMARKS AND TRADE NAMES

MARK OR NAME	DATE OF FIRST USE
Lil Kids	1998
Kids Line	1987
KidsLine	1987

SIDLEY AUSTIN BROWN & WOOD LLP

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WRITER'S DIRECT NUMBER
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November 5, 2003

By Facsimile (703) 306-5995

Patent & Trademark Assignment System
Commissioner of Patents and Trademarks
Washington, D.C. 20231

CERTIFICATE OF TRANSMISSION
I hereby certify that this correspondence is being transmitted by facsimile to the United States Patent and Trademark Office on November 5, 2003.
Kim Bernstein
Kim Bernstein

Re: Trademark Assignment by Kids Line, Inc.

Ladies and Gentlemen:

Attached for recordation with your office is the Trademark Assignment by Kids Line, Inc. in favor of Kids Line, LLC along with the requisite Recordation Form Cover Sheet.

Please charge the required filing fees to Sidley Austin Brown & Wood LLP Deposit Account No. 501597.

If you have any questions, I may be reached by telephone at 213-896-6769.

With kind regards,

Kim Bernstein

Kim Bernstein
Senior Legal Assistant

Attachment

cc w/Attachment: Moshe Kupietzky
Stephanie Boughnou

SIDLEY AUSTIN BROWN & WOOD LLP IS A DELAWARE LIMITED LIABILITY PARTNERSHIP PRACTICING IN AFFILIATION WITH OTHER SIDLEY AUSTIN BROWN & WOOD PARTNERSHIPS

LAI 547534v1

RECORDED: 11/05/2003

TRADEMARK
REEL: 002742 FRAME: 0757