

06-06-2003

2003 JAN 16 AM 11:19



102466145

FINANCE SECTION RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Resubm

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New *5-27-03* *1-16-03*
- Resubmission (Non-Recordation)
Document ID # 102343587
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other BILL OF SALE

Effective Date
Month Day Year
2/27/1998

Conveying Party

Mark if additional names of conveying parties attached

Name Leman Publications, Inc.

Execution Date
Month Day Year
02/27/98

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name Clotilde, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 4301 North Federal Highway #200

Address (line 2)

Address (line 3) Ft. Lauderdale

Florida

33308-5209

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Florida

01/21/2003 DRYRNE 00000059 1745764

FOR OFFICE USE ONLY

01 FC:8521

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,745,764"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

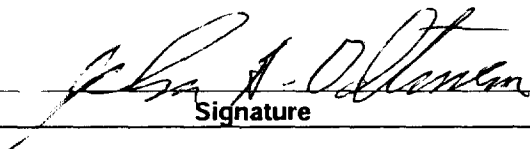
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John H. Oltman

Name of Person Signing



Signature

05/27/03

01/10/2003

Date Signed

BILL OF SALE

February 27, 1998

LEMAN PUBLICATIONS, INC., a Colorado corporation ("Seller") and CLOTILDE, INC., a Florida corporation ("Buyer") are parties to a Purchase Agreement (the "Agreement"). In order to carry out Section 1 of the Agreement, for good and valuable consideration, receipt of which is hereby acknowledged, Seller hereby sells and assigns to Buyer the following assets related to "Quilts and Other Comforts" catalog (the Catalog):

(a) The List or Database as hereinabove defined, as of the Closing Date, and the related magnetic or computer tapes or computer disks or any other media containing the List;

(b) All pertinent records and other materials available to Seller concerning the List;

(c) The trademark "Quilts and Other Comforts", which mark has been registered in the United States Patent and Trademark Office at registration number 1,745,764, the date of registration of such mark being 01/12/93;

(d) The Inventory as hereinabove defined, as it exists on the Closing Date:

(e) All unpublished catalog material, which has been paid for by the Seller, including all existing film (physically located at World Color), tapes, photographs, completed art and manuscript inventory and all catalog back issue art and copy files, to the extent that all of the foregoing are owned by Seller;

(f) Seller's equipment as set forth on Schedule 1(a);

(g) Seller's Macintosh computers, peripherals and software used to produce pre-press images for the Catalog as listed on the attached Schedule 1(b);

(h) Seller's licenses, abs, source codes, software and documentation for Sigma software, as listed on Schedule 1(c), subject to Seller's ability to obtain approval from Sigma software for the transfer of same to Buyer;

(i) Seller's web site named "Quilts and Other Comforts";

(j) Seller's inventory of catalogs, containing approximately three hundred thousand (300,000) catalogs (one hundred fifty thousand (150,000) having been mailed);
and

(k) Seller's right, title and interest in and to Seller's AT&T "800" number associated with the Catalog, said number being 1-800-881-6624, subject to Seller's ability to obtain approval from AT&T for the assignment of the "800" number.

This Bill of Sale is an instrument of transfer contemplated by, and is executed pursuant to, the Agreement, and nothing contained herein shall be deemed to modify any of the provisions of the Agreement or any rights or obligations of the parties under the Agreement.

ATTEST:

LEMAN PUBLICATIONS, INC.

BY: *R.S. Wolkyns III*

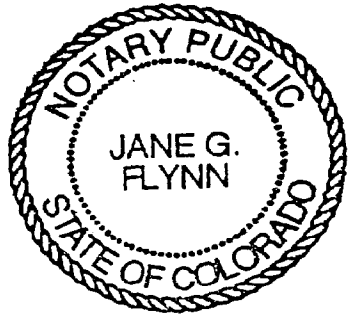
Name: R. S. Wolkyns, III

Title: President

ACKNOWLEDGMENT

STATE OF COLORADO)
 : SS:
)

On this 27 day of February 1998, before me a notary public, the undersigned officer, personally appeared R.S. Wotkyns, III, who acknowledged himself to be the President of LEMAN PUBLICATIONS, INC., a Colorado corporation, and that he as such officer being authorized to do so, executed this foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as President.



Jane G. Flynn
NOTARY PUBLIC
My Commission Expires: 9/24/2001

CERTIFICATE

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

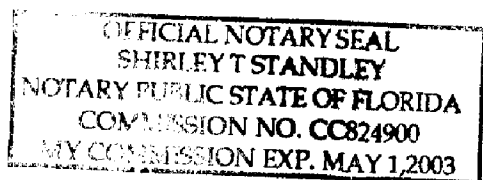
I, the undersigned authority, hereby certify that the attached
is a true and correct copy of an instrument presented to me by
Leman Publications Inc.

as the original of such instrument.

WITNESS my hand and official seal, this 9th day of

JANUARY, A.D. 2003

Shirley T Standley
NOTARY PUBLIC



NOTARY SEAL