

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Willitts Designs International, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Country Artists Ltd.

Internal Address: _____

Street Address: Loxley Road, Wellesbourne, Stratford-upon-Avon

City: Warwickshire State: _____ Zip: England CV35 9JY

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other assignment of 50% of the ownership

Execution Date: 09/25/2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,745,031

Additional number(s) attached Yes No

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

Name: Josephine Cua

Internal Address: _____

Street Address: 1717 Embarcadero Road

City: Palo Alto State: CA Zip: 94303

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501493

DO NOT USE THIS SPACE

9. Signature.

Josephine Cua
Name of Person Signing


Signature

12/03/2003

Date

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

3

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

CH \$40.00 501493 2745031

TRADEMARK ASSIGNMENT

WHEREAS, Willitts Designs International, Inc., a California corporation, with its principal place of business at 1129 Industrial Avenue, Petaluma, CA 94952 ("Assignor"), has adopted, owns and is using the following trademark for which Assignor owns the following identified federal registration on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein ("the Mark"):

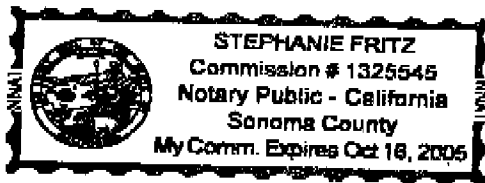
<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
A BREED APART	2,745,031	July 29, 2003

; and

WHEREAS, Country Artists Ltd., an England limited company, with its principal place of business at Loxley Road, Wellesbourne, Stratford-upon-Avon, Warwickshire, England CV35 9JY ("Assignee"), desires to acquire **fifty percent (50%)** of the right, title and interest in and to the Mark and the above-referenced registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee **fifty percent (50%)** of the right, title and interest in and to the Mark, together with the goodwill symbolized by the Mark, and the registration thereof, *nunc pro tunc*, effective as of November 21, 2001.

WILLITTS DESIGNS INTERNATIONAL, INC.



By: Dorayn P. Reib
 Name: DORAYN REIB
 Title: VICE PRESIDENT
 Dated: 9/25/03

SUBSCRIBED and SWORN to before me this 25th of September, 2003.

 Stephanie Fritz
 Notary Public
 My Commission Expires: 10/31/05