

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Potpourri Group, Inc.	Potpourri Collections, Inc.	03/24/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Back in the Saddle, Inc.
Street Address:	222 Mill Road
City:	Chelmsford
State/Country:	MASSACHUSETTS
Postal Code:	01824
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2048947	BACK IN THE SADDLE

CORRESPONDENCE DATA	
Fax Number:	(216)241-0816
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	216-622-8672
Email:	ipdocket@calfee.com
Correspondent Name:	Timothy J. Connors
Address Line 1:	800 Superior Avenue
Address Line 2:	1400 McDonald Investment Center
Address Line 4:	Cleveland, OHIO 44114-2688

ATTORNEY DOCKET NUMBER:	29155/04033
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NAME OF SUBMITTER:	Timothy J. Connors
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Total Attachments: 3 source=ASSGNMT#page1.tif source=CERTIF#page1.tif source=CERTAMD#page1.tif
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CH \$40.00 2048947

ASSIGNMENT OF MARKS

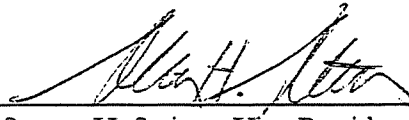
WHEREAS, Potpourri Group, Inc., a Delaware corporation with offices at 222 Mill Road, Chelmsford, MA 01824, formerly known as Potpourri Collection, Inc. until the amendment of its Certificate of Incorporation to change its name to Potpourri Group, Inc. (as shown in the Certificate of Amendment dated March 19, 2003, a true and correct copy of which is attached as Exhibit A) ("Assignor"), is using in commerce the mark BACK IN THE SADDLE in the United States (the "Mark"), and is the owner of U.S. Trademark Registration No. 2,048,947 for the Mark (the "Registration"); and

WHEREAS, Back in the Saddle, Inc., a Colorado corporation with offices at 222 Mill Road, Chelmsford, MA 01824, and a subsidiary of Potpourri Group, Inc. ("Assignee"), is desirous of acquiring all right, title and interest in and to the Mark and the Registration, as well as the goodwill associated with the Mark;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, effective as of the date set forth below, all right, title and interest in and to (i) the Mark, (ii) the Registration, (iii) all income, royalties, damages and payments now or hereafter due or payable with respect to the Mark, (iv) all rights of action arising from the Mark, including all claims for damages by reason of past, present and future infringement of the Mark and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and (v) the goodwill of the business symbolized by the Mark.

Dated as of March 24, 2003

POTPOURRI GROUP, INC.

By: 
Steven H. Steiner, Vice President – Finance & C.F.O.

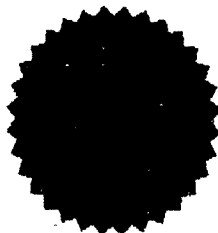
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "POTPOURRI COLLECTION, INC.", CHANGING ITS NAME FROM "POTPOURRI COLLECTION, INC." TO "POTPOURRI GROUP, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2003, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

2856153 8100

030186611

AUTHENTICATION: 2320084

DATE: ~~03/20/03~~ TRADEMARK
 REEL: 002786 FRAME: 0562

MAR. 19. 2003 2:58PM

CALFEE HALTER & GRISWOLD LLP

NO. 9611 P. 2

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

POTPOURRI COLLECTION, INC.

It is hereby certified that:

- 1. The name of the corporation (hereinafter called the "Corporation") is Potpourri Collection, Inc.
- 2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article I:

"ARTICLE I

"The name of the corporation is Potpourri Group, Inc."

- 3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 6, 2003



 Joseph K. Juster, Secretary

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 03/19/2003
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