

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Possible Dreams, Ltd.		11/28/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Willitts Designs International, Inc.
Street Address:	1129 Industrial Avenue
City:	Petaluma
State/Country:	CALIFORNIA
Postal Code:	94952
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1794055	SCN
Registration Number:	1795492	SANTA CLAUS NETWORK
Serial Number:	76205604	LEPRECHAUN LANE
Serial Number:	76033504	NICK'S NOOK
Serial Number:	76534392	PARCHMENTEAU
Serial Number:	76401503	SPIRIT OF SANTA AWARD
Registration Number:	1785583	COLUMBIA
Registration Number:	1785600	COLUMBIA STATUARY

CORRESPONDENCE DATA

Fax Number: (650)857-1288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (650) 857-1717
 Email: jcua@rfwk.com
 Correspondent Name: Josephine Cua, Paralegal
 Address Line 1: 1717 Embarcadero Road
 Address Line 4: Palo Alto, CALIFORNIA 94303

OP \$215.00 1794055

ATTORNEY DOCKET NUMBER:

6714.130

NAME OF SUBMITTER:

Josephine Cua, Paralegal

Total Attachments: 10

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ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, Possible Dreams, Ltd., a Delaware corporation ("Assignor"), is the owner of the copyright registrations listed on the attached Schedule A; it is the owner and has used and is using the trademarks and trademark applications listed on the attached Schedule B; and is the owner of the patents and patent applications listed on the attached Schedule C; all of which are collectively referred to herein as "Intellectual Property"; and

WHEREAS, Willitts Designs International, Inc., a California corporation ("Assignee"), has acquired said Intellectual Property pursuant to the terms of that certain Agreement For the Purchase and Sale of Assets between Assignor and Assignee dated October 22, 2003.

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of good and valuable consideration to it paid, the receipt and sufficiency of which is hereby acknowledged, intending to be legally bound, said Assignor, by these presents does hereby sell, assign and transfer unto said Assignee, the entire right, title and interest in and to the aforesaid Intellectual Property, including, but not limited to, the trademarks, the registrations or applications for registration and/or renewal of registration thereof, together with the goodwill of the business in connection with which said trademarks are used. Assignee accepts full and entire ownership of the said Intellectual Property with all the rights and privileges attached thereto.

And for said consideration, Assignor has sold, assigned, and set over, and hereby does sell, assign and set over unto Assignee, its successors and assigns, any and all claims, demands or rights of action which Assignor has or might have to recover damages and profits, or either, by reason of any infringement or infringements of any said Intellectual Property prior to the date of this Assignment, together with the right to the Assignee, its successors and assigns to prosecute such demands or rights of action in its own name.

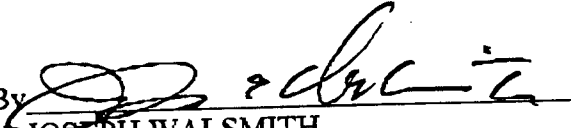
And, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements in contravention of the interests assigned herein and herewith consent to recordation of assignment of said Intellectual Property to Assignee, its successors and assigns. Assignor, its successors and assigns, hereto covenants and agrees to execute at no cost to Assignee any further documents and

do such other acts and things as may be necessary and proper to permit Assignee, its successors and assigns, to vest the full title of said Intellectual Property in Assignee, its successors and assigns, and record the same throughout the world.

IN WITNESS WHEREOF, the parties have caused these presents to be signed by their respective officers thereunto duly authorized.

ASSIGNEE:

**WILLITTS DESIGNS
INTERNATIONAL, INC.**

By 
JOSEPH WALSMITH,
Chief Executive Officer

Dated: Nov. 25, 2003

ASSIGNOR:

POSSIBLE DREAMS, LTD.

By _____
RUSSELL F. PEPPET,
Chief Executive Officer

Dated: _____, 2003

do such other acts and things as may be necessary and proper to permit Assignee, its successors and assigns, to vest the full title of said Intellectual Property in Assignee, its successors and assigns, and record the same throughout the world.

IN WITNESS WHEREOF, the parties have caused these presents to be signed by their respective officers thereunto duly authorized.

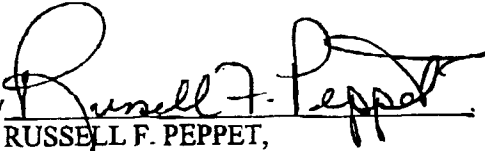
ASSIGNEE:

ASSIGNOR:

**WILLITTS DESIGNS
INTERNATIONAL, INC.**

POSSIBLE DREAMS, LTD.

By _____
JOSEPH WALSMITH,
Chief Executive Officer

By 
RUSSELL F. PEPPET,
Chief Executive Officer

Dated: _____, 2003

Dated: November 28, 2003

SCHEDULE B

(trademarks and trademark applications)

B-1

Issued Trademark Registrations

<u>DATE OF TRADEMARK</u>	<u>REGISTRATION #</u>	<u>REGISTRATION DATE</u>	<u>ORIGINAL</u> <u>CLASS</u>	<u>INT'L</u> <u>EXPIRATION</u>
A Possible Dreams Collection (Section 8 & Section 15 to be filed between September 3, 1990/1991)** Filed September, 1991	1,358,083	09/03/85	21	09/03/2005
African Spirit (Section 8 & Section 15 to be filed between August 4, 2003/2004)	2,179,496	08/04/98	20	08/04/2008
American Artist Collection (Section 8 & Section 15 to be filed between September 21, 1998/1999)** Filed April, 1999 (Section 8 & Section 15 to be filed September, 2003)	1,794,296	09/21/93	20	09/21/2003
Artiva (Section 8 & Section 15 to be filed between June 20, 2000/2001)** ABANDONED	1,901,236	06/20/95	20	06/20/2005
Baroque Masterworks Collection (Section 8 & 15 to be filed between September 8, 2003/2004)	2,188,476	09/08/98	20	09/08/2008
Beyond the Third Rainbow (Section 8 & Section 15 to be filed between August 11, 1997/1998)** ABANDONED	1,706,802	08/11/92	20	08/11/2002
Cagey Critters (Section * & Section 15 to be filed between August 1, 2005/2006)	2,373,400	08/01/00	20	08/01/2010
Citizens of Londonshire (Section 8 & Section 15 to be filed between April 02, 1996/1997)** ABANDONED	1,639,789	04/02/91	24	04/02/2001
Clothique (Section 8 & Section 15 to be filed between October 21, 1991/1992)** Filed April, 1992 (**Renewed again on June 21, 1999)	1,414,253	10/21/86	20	10/21/2006
Clothique Lifestyles Collection (Section 8 & Section 15 to be filed between July 30, 2001/2002) * Abandoned 6-05-02*	1,990,469	07/30/96	20	07/30/2006
Collectible Cubs*** (Section 8 & Section 15 to be filed between May 28, 2001/2002)*** Filed on Supplemental register*** ** ABANDONED 9-21-01**	1,977,462	05/28/96	20	05/28/2006
Columbia (Section 8 & Section 15 to be filed between August 3, 1998/1999)** Filed July, 1999	1,785,583	08/03/93	20+21	08/03/2003
Columbia Statuary (Section 8 & Section 15 to be filed between August 3, 1998/1999)** Filed July, 1999	1,785,600	08/03/93	21	08/03/2003
Crinkle Angels (Section 8 & Section 15 to be filed between August 19, 2002/2003) * Abandoned - per Dawns instructions to Clif*	2,088,971	08/19/97	20	08/19/2007

TRADEMARK

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Issued Trademark Registrations

<u>TRADEMARK</u>	<u>REGISTRATION #</u>	<u>ORIGINAL REGISTRATION DATE</u>	<u>INT'L CLASS</u>	<u>DATE OF EXPIRATION</u>
Crinkle Carousel (Section 8 & Section 15 to be filed between May 18, 2008/2009)	2,245,972	05/18/99	14&20	05/18/2009
Crinkle Claus (Section 8 & Section 15 filed July 2001)	1,903,589	07/04/95	20	07/04/2005
Flights of Fancy (Section 8 & Section 15 to be filed between April 13, 2008/2009)	2,238,323	04/13/99	20	04/13/2009
Foxhill & Design (Section 8 & Section 15 to be filed between May 3, 1999/2000)** ABANDONED	1,834,662	05/03/94	21	05/03/2003
Grateful Geese (Section 8 & Section 15 to be filed between November 22, 1999/2000)** ABANDONED 4/00	1,864,295	11/22/94	20	11/22/2003
Jingle Journey (Section 8 & Section 15 to be filed between January 8, 2007/2008)	2,527,984	01/08/02	2,13,22,25,32,50	01/08/2012
Kinderguard (Section 8 & 15 to be filed between June 24, 2008 & June 24, 2009)	2,729,677	06/24/03	28	6/24/2013
Londonshire (Section 8 & Section 15 to be filed between January 8, 1996/1997) **Filed - receipt acknowledged 7-29-96	1,630,900	01/08/91	24	01/08/2001
Maché Mystique (Section 8 & Section 15 to be filed between November 24, 1997/1998)** ABANDONED 3/98	1,734,713	11/24/92	16	11/24/2002
PD Pixies Sidenote: PD Pixies has been registered but due to an error in the registration, we are asking for a Request for Correction of Mistake in Registration - submitted 5-23-02. - Received	2,557,150	04/02/02	2,13,22,25,32,50,20	04/02/2012
People of the World (Section 8 & Section 15 to be filed between November 22, 1999/2000)** RENEWED 5/2000** Plus we added additional classes #20 & 28	1,864,277	11/22/94	16	11/22/2004
Possible Dreams Figurines Composed Primarily*Change over to Delaware Corp. 8/97 of Plastic (Section 8 & Section 15 to be filed between December 31, 1996/1997)** Filed December, 1997 & renewed again January, 2002 (Section 8 & Section 15 to be filed by March 24, 2012 & March 24, 2010 respectively)	1,670,284	12/31/91	20	12/31/2001
Possible Dreams Figurines Composed Primarily of Stiffened Cloth (Section 8 & Section 15 to be filed between March 24, 1997/1998) - **Filed - Receipt rec'd 1/15/98	1,680,411	03/24/92	20	03/24/2002

Possible Dreams Wholesaling of Figurine and Giftware (Catalogs) (Section 8 & Section 15 to be filed between September 29, 1997/1998)** Filed March 5, 1998 (Renewal application sent to Venable via fax on August 30, 2002)	1,720,910	09/29/92	42	09/29/2002
SCN (Section 8 & Section 15 to be filed between September 21, 1998/1999)** Filed April, 1999	1,794,055	09/21/93	16+20	09/21/2003
Sunplugged (w/ Spring Design) (Section 8 & Section 15 to be filed between July 1, 2008 & July 1, 2009)	2,733,074	07/01/03	6	07/01/2013
Sunplugged (Section 8 & Section 15 to be filed between July 15, 2008 & July 15, 2009)	2,738,335	07/15/03	6	07/15/2013

Issued Trademark Registrations

<u>TRADEMARK</u>	<u>REGISTRATION #</u>	<u>ORIGINAL REGISTRATION DATE</u>	<u>INT'L CLASS</u>	<u>DATE OF EXPIRATION</u>
Santa Claus Network (Section 8 & Section 15 to be filed between September 28, 1998/1999)** Filed April, 1999 (Section 8 & 15 to be filed between August 28, 2006 & 2007)	1,795,492	09/28/93	16+20	09/28/2003
Santa Go Round (Section 8 & Section 15 to be filed between January 9, 2001/2002)** ABANDONED	1,947,440	01/09/96	20	01/09/2006
Sculptahge (Section 8 & Section 15 to be filed between August 4, 1997/1998)** ABANDONED	1,705,859	08/04/92	20	08/04/2002
Sugar Works (Section 8 & Section 15 to be filed between September 27, 1999/2000)** FILED Added class 28 - officially registered on 2-19-02 - Sect 8 & 15 to be filed between 02/19/2007 & 2008. Expires February 19, 2012 - Only have copy of registration from Venable (never rec'd original).	1,856,280	09/27/94	20	09/27/2004
Thickets at Sweetbriar (Section 8 & Section 15 to be filed between January 16, 2001/2002)	1,949,333	01/16/96	16 + 20	01/09/2006

**Issued Trademark Registrations
Overseas**

<u>INT'L TRADEMARK</u>	<u>REGISTRATION #</u>	<u>ORIGINAL REGISTRATION DATE</u>	<u>CLASS</u>	<u>DATE OF EXPIRATION</u>
Clohtique UK (Section 8 & Section 15 to be filed between August 20, 1998/1999)** Abandoned	1,510,141	08/20/93	20	08/01/1999
Possible Dreams UK (Section 8 & Section 15 to be filed between August 20, 1998/1999)** Abandoned	1,509,015 1,509,016	08/20/93 08/20/93	20 21	08/01/1999 08/01/1999

RENEWALS

SCN - due 9-21-03
American Artist - due 9-21-03
Columbia – due by 8-03-03 – **Renewed 7-30-03**
Columbia Statuary - due by 8-03-03 – **Renewed 7-30-03**

ABANDONED NAMES

Crystal Claus – **Abandoned 7-30-03**
Sugarcubes – **Abandoned 7-30-03**
Designing a World of Wit and Wonderment – **Abandoned 7-30-03**
People of The World - **Abandoned 4-01-03**
Sail Home - ***Abandoned 5-20-02***
Sacred Sand ***Abandoned***
Snowbells ***Abandoned**
Agriclaus ***Abandoned***
Asian Influence ***Abandoned***
Blanc De Blanc ***Abandoned 3-13-02***
Busy Bouncers ***Abandoned***
Elfees ***Abandoned***
Leprechaun Society ***Abandoned**
Friendship Street - **Abandoned**

November 25, 2003

**REGISTRATIONS PENDING
(Names using "TM")**

Leprechaun Lane - Filed for extension on 11-18-02 - SOU due 05-18-03 - Filed for extension 5-18-03

Nick's Nook - Added 2 more classes-Filed for extension-SOU due on 4/16/03 - Filed another extension - SOU 10-16-03 – filed for another extension 9-15-03 – SOU due 3-15-04

Parchmenteau – Waiting for Official Registration – ck 2/28/04

Spirit Of Santa Award - Statement of Use to be filed B-4 12-10-03

We Know Where Santa Lives - Responding to office action - ck 7-01-03

We Make Homes Beautiful and Hearts Glad - need to File SOU - Due 9-19-03