

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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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
HHS, LLP		05/31/2001	Limited Liability Partnership: NEVADA

**RECEIVING PARTY DATA**

Name:	HHS, Limited Partnership
Composed Of:	COMPOSED OF Plano Molding Company, its general partner
Also Known As:	HHS, LP
Street Address:	431 E. South Street
City:	Plano
State/Country:	ILLINOIS
Postal Code:	60545-1061
Entity Type:	LIMITED PARTNERSHIP: NEVADA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	1480807	CABOODLES
Registration Number:	1483451	CABOODLES OF CALIFORNIA
Registration Number:	1480806	CABOODLES OF CALIFORNIA
Registration Number:	2177620	CABOODLES COLOR COLLISONS
Registration Number:	2670941	C
Registration Number:	2179677	CABOODLES
Registration Number:	2137468	CABOODLES LIQUID METALLICS

**CORRESPONDENCE DATA**

Fax Number: (901)577-4257  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (901) 577-2180  
 Email: vjohnson@bakerdonelson.com  
 Correspondent Name: Valerie Walsh Johnson, Esq.

OP \$190.00 1480807

Address Line 1: 165 Madison Avenue, Suite 2000  
Address Line 2: c/o Baker, Donelson, Bearman, et al.  
Address Line 4: Memphis, TENNESSEE 38103

ATTORNEY DOCKET NUMBER:	2790419-000006 (ASSMT1)
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NAME OF SUBMITTER:	Valerie Walsh Johnson, Esq.
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**ASSIGNMENT FROM HHS, LLP**

The undersigned, as General Partner of HHS, LLP, a Nevada limited liability partnership (the "Company") hereby assigns to HHS, Limited Partnership, a Nevada limited partnership (the "LP") all of its right, title, and interest in and to the following assets:

1. The Company's interest in certain intellectual property rights related to the "Caboodles" Mark.

2. The Company's ownership interest in Caboodles Cosmetics, LLP, a Nevada limited liability partnership.

This Assignment shall be dated and effective as of May 31, 2001.

HHS, LLP

By:   
Its: President

**AGREEMENT**

The undersigned, on behalf of the LP, does hereby acknowledge and agree to receive the Assignment herein above described.

HHS, Limited Partnership

By: Plano Molding Company, its General Partner

By:   
Its: General Partner

**ATTACHMENT A**  
**U.S. TRADEMARK REGISTRATIONS**

MARK REFERENCE NO.	APPLN. NO. FILING DATE	REGISTRATION DATE ISSUE DATE	STATUS
CABOODLES 27343.04.7036	73/669,703 07/01/87	1,480,807 03/15/88	Registered Renewal Due March 15, 2008
CABOODLES OF CALIFORNIA 27343.04.7037	73/674,723 07/27/1987	1,483,451 04/05/1988	Registered Renewal Due April 5, 2008
CABOODLES OF CALIFORNIA 27343.04.7038	73.669,540 07/01/1987	1,480,806 03/15/1988	Registered Renewal Due March 15, 2008
CABOODLES COLOR COLLISIONS 27343.16.7001	75/326,257 07/01/1997	2,177,620 07/28/1998	Registered Affidavit of Use Due July 28, 2004 [not used] Renewal Due July 28, 2008 [will be cancelled]
STYLIZED C 27343.22.7001	76/081,287 06/30/2000	2,670,941 01/107/03	Registered Affidavit of Use Due January 7, 2008
CABOODLES 27343.04.7033	75/977,337 12/11/1995	2,179,677 08/04/1998	Affidavit of Use due August 4, 2004
CABOODLES LIQUID METALLICS 27343.13.7001	75/274,339 04/14/1997	2,137,468 02/17/1998	Affidavit of Use due February 17, 2004 [not in use]

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