

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pumpkin Ltd.		10/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rauch Industries, Inc.
Street Address:	2408 Forbes Road
City:	Gastonia
State/Country:	NORTH CAROLINA
Postal Code:	28056
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	2213214	'POWER' TOOLS FOR PUMPKINS
Registration Number:	2279335	BAREBONES
Registration Number:	2310954	BARE BONES
Registration Number:	1476839	CARVE-O-LANTERN
Registration Number:	1465923	CARVE-O-LANTERN
Registration Number:	2160808	DURASAW
Registration Number:	2484623	EASY CARVE
Registration Number:	2094288	HALLOWEEN HARDWARE
Registration Number:	2591780	LANTERNS OF LIBERTY
Registration Number:	1879719	MELON LIGHTS FOR SUMMER NIGHTS!
Registration Number:	2861224	MONSTER SNOT
Registration Number:	2212466	OK!
Registration Number:	2152583	OUR KIDS
Registration Number:	1912503	PUMPKIN MASTERS
Registration Number:	2611708	PUMPKIN PORTRAITS

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Registration Number:	1477650	PUT A NEW FACE ON HALLOWEEN
Registration Number:	2272369	SCARY CARRIES
Registration Number:	2093958	THE ORIGINAL PUMPKIN CARVER
Registration Number:	2430455	THE THING YA' FLING
Registration Number:	2437613	ZOJO
Serial Number:	78190432	LIGHTS ON
Serial Number:	78361557	HALLOWEEN HOST
Serial Number:	78469681	HALLOWEEN TIME
Serial Number:	78387834	OK!
Serial Number:	78387823	OUR KIDS
Serial Number:	78484992	POWER MASTER
Serial Number:	78445469	PUMPKIN MASTERS
Serial Number:	78445485	PUMPKIN MASTERS
Serial Number:	78445497	PUMPKIN MASTERS
Serial Number:	78445703	PUMPKIN MASTERS
Serial Number:	78445507	PUMPKIN MASTERS
Serial Number:	78445691	PUMPKIN MASTERS
Serial Number:	78446138	PUMPKIN MASTERS
Serial Number:	78445696	PUMPKIN MASTERS
Serial Number:	78446167	PUMPKIN MASTERS
Serial Number:	78485003	PUMPKIN MASTERS
Serial Number:	78382029	STAR STUDED PUMPKINS
Serial Number:	78289228	ZIPPY CARVE

CORRESPONDENCE DATA

Fax Number: (303)860-9826
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-860-8006
Email: trademark@pumpkinmasters.com
Correspondent Name: Beth Magnuson
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Address Line 4: Denver, COLORADO 80203

ATTORNEY DOCKET NUMBER:	RAUCH ASSIGNMENT RECORDAT
NAME OF SUBMITTER:	Beth Magnuson

Total Attachments: 9
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is dated as of October 25, 2004 (this "Assignment"), between Pumpkin Ltd, a Delaware corporation (the "Assignor"), and Rauch Industries, a North Carolina corporation (the "Assignee").

WHEREAS, pursuant to the terms of a certain Asset Purchase Agreement dated as of the date hereof (the "Asset Purchase Agreement"), the Assignee has agreed to purchase all of the Assignor's right, title and interest in and to certain assets, including the trademarks, trademark applications and trademark registrations set forth on Schedule I hereto (the "Assigned Trademarks").

NOW, THEREFORE, in consideration of the representations, warranties and covenants contained in the Asset Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. The Assignor sells, conveys, assigns, transfers and delivers to the Assignee and its successors and assigns, and the Assignee purchases from the Assignor, all of the Assignor's right, title and interest in and to the Assigned Trademarks, including all claims for past infringement, and all goodwill associated with the Assigned Trademarks and symbolized thereby. This Assignment is in accordance with and is subject to all of the terms and conditions set forth in the Asset Purchase Agreement (which Asset Purchase Agreement shall govern in the event of a conflict between the terms hereof and those set forth in the Asset Purchase Agreement).

2. Cooperation and Recordation. The Assignor agrees to cooperate with the Assignee as reasonably necessary to give full effect to and to perfect the rights of the Assignee in the Assigned Trademarks. The Assignor agrees to execute and deliver such other documents and to take all such other actions as the Assignee, its successors and assigns may reasonably request to effect the terms of this Assignment and to execute and deliver any and all affidavits, testimonies, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required to effect the terms of this Assignment. The Assignor agrees that the Assignee may record this Assignment (but not the Asset Purchase Agreement) in the United States Patent and Trademark Office and such other offices foreign to the United States as Assignee deems necessary, and shall be responsible for all expenses and costs associated therewith.

3. Governing Law. This Assignment shall be construed by and governed in accordance with the laws of the State of New York, without giving effect to any choice of law or conflict of law provision or rule that would cause the application of laws of any jurisdiction other than the State of New York.

4. Counterparts. This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Assignment by facsimile shall be effective as delivery of a manually executed counterpart to this Assignment.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed as of the date first written above by their respective officers thereunto duly authorized.

PUMPKIN LTD.

SUBSCRIBED AND SWORN TO BEFORE ME
THIS 25 DAY OF October, 2004
Lucita J. Krahn
NOTARY PUBLIC

By: William R. Schlueter
Name: William R. Schlueter
Title: Vice President & Treasurer

LUCITA J. KRAHN
Notary Public, State of New York
No. 01KR4617954
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 31, 2008

RAUCH INDUSTRIES, INC.

By: Steven R. Hufft
Name: Steven R. Hufft
Title: President and Chief Executive Officer

Before me Betty W. Betty
(Notary Public)

Signature Page to Trademark Assignment

SCHEDULE I – ASSIGNED TRADEMARKS

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
'POWER' TOOLS FOR PUMPKINS®	USA	Registered	2,213,214	8 - pumpkin carving and lighting kit comprised of hand held tools, namely, a saw, a scoop, and a drill, and a candle	2/16/1996	7/30/1998	12/22/1998
BAREBONES® (stylized)	USA	Registered	2,279,335	2 - paints for decorating pumpkins	8/7/1998	12/22/1997	9/21/1999
BAREBONES® (stylized)	USA	Registered	2,310,954	8 - manually operated hand tools for caring pumpkins, namely, saws and drills	8/7/1998	11/12/1996	1/25/2000
Boo Bags™	USA	Common Law					
CARVE-O-LANTERN®	USA	Registered	1,476,839	16 - kit for pumpkin carving, namely an instruction manual, patterns and hand tools therefor	7/13/1987	10/20/1986	2/16/1988
CARVE-O-LANTERN®	USA	Registered	1,465,923	41 - educational services, namely, conducting classes and seminars in the field of pumpkin sculpturing	3/23/1987	10/31/1986	11/17/1987
Carving Patterns™	USA	Common Law					
Creepy Carries™	USA	Common Law					
DURASAW®	USA	Registered	2,160,808	8 - hand held tools, namely, saws	2/16/1996	10/14/1997	5/26/1998
EASY CARVE®	USA	Registered	2,484,623	16 - Kit for pumpkin decorating, consisting of instructions, patterns, hand tools, and a candle, all sold as a unit	1/21/2000	7/2/1999	9/4/2001
Exceptional Easter™	USA	Common Law				2000	
FRIGHT LIGHTS™	USA	Common Law				2000	
HALLOWEEN HARDWARE®	USA	Registered	2,094,288	21 - hand held tools for carving pumpkins, namely, scoops	2/1/1996	4/12/1995	9/9/1997
HALLOWEEN HARDWARE®	USA	Registered	2,094,288	8 - hand held tools for carving pumpkins, namely, saws	2/1/1996	4/12/1995	9/9/1997

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
HALLOWEEN HOST	USA	Pending	78/361,557	16 - Drink coasters 21 - Charms for attachment to beverage glasses to identify drinks; food spreaders; swizzle sticks; appetizer forks; bottle covers; reusable plastic ice cubes; a house mark for Halloween party kitchenware and giftware	2/3/2004	ITU	
HALLOWEEN TIME	USA	Pending	78/469,681	04 - Candles, battery-operated lights, strobe lights, flashlights, electroluminescent lights. 08 - Hand tools for use in carving or decorating pumpkins, mini-pumpkins, gourds, and other fruits or vegetables, namely saws, scoops, v-cutters, rakers, and sculpting tools; pumpkin carving kits; pumpkin carving pattern books	8/16/2004	ITU	
LANTERNS OF LIBERTY®	USA	Registered	2,591,780	16 - stencils; printed instructions and ideas for carving pumpkins and for creating holiday decorations with a patriotic theme.	10/16/2001	10/16/2001	7/9/2002
LANTERNS OF LIBERTY®	USA	Registered	2,591,780	42 - information services, namely providing information and ideas for carving pumpkins and for creating holiday decorations with a patriotic theme	10/16/2001	10/31/2001	7/9/2002
LIGHTS ON™	USA	Allowed	78/190,432	25 - Costumes	12/2/2002	ITU	
MELON LIGHTS FOR SUMMER NIGHTS!®	USA	Registered	1,879,719	16 - kit for watermelon carving; namely an instruction manual, patterns and hand tools therefore	2/14/1994	4/1/1992	2/21/1995
Monster Eye™	USA	Common Law					
Monster Sack™	USA	Common Law					

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
MONSTER SNOT™	USA	Registered	2,861,224	28 - toy and novelty pressurized dispenser of plastic stream material; plastic stream material for use in a toy an novelty pressured dispenser	10/2/2001	6/24/2002	7/6/2004
OK!	USA	Pending	78/387,834	028: Egg decorating kits; Easter basket stuffers	3/19/2004	ITU	
OK!®	USA	Registered	2,212,466	16 -- children's art supplies, namely, arts and craft painting kits, chalk	6/26/1997	2/15/1997	12/22/1998
OUR KIDS	USA	Pending	78/387,823	028: Egg decorating kits; Easter basket stuffers	3/19/2004	ITU	
OUR KIDS®	USA	Registered	2,152,583	16 -- children's art supplies, namely, arts and craft painting kits, chalk	6/26/1997	2/15/1997	4/21/1998
Peek A Boos™	USA	Common Law					
POWER MASTER	USA	Pending	78/484,992	7 -- battery operated carving saw for pumpkins and other vegetables and gourds	9/16/2004	ITU	
PRODUCT MASTERS™	USA	Common Law	Trade name cert. filed -- Colo.		9/14/1998		
PUMPKIN MASTERS	USA	Pending	78/445,469	02 - Acrylic paints, spray paints.	7/2/2004	07/00/1995	
PUMPKIN MASTERS	USA	Pending	78/445,485	03 - Temporary hair color spray; temporary body glitter spray.	7/2/2004	6/14/2002	
PUMPKIN MASTERS	USA	Pending	78/445,497	04 - Candles; a house mark for candles used to light pumpkins and jack-o-lanterns.	7/2/2004	07/00/1995	
PUMPKIN MASTERS	USA	Pending	78/445,703	08 - Hand tools for use in carving or decorating pumpkins, mini-pumpkins, gourds, and other fruits or vegetables, namely saws, scoops, v-cutters, and rakers; a house mark for hand tools used to carve or decorate pumpkins, gourds, and other fruits or vegetables.	7/2/2004	5/16/1994	

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
PUMPKIN MASTERS	USA	Pending	78/445,507	11 - Battery-operated lights, strobe lights, flashlights; electroluminescent lights; a house mark for Halloween related battery-operated lights.	7/2/2004	6/30/1998	
PUMPKIN MASTERS	USA	Pending	78/445,691	16 - Pumpkin paint kits; pumpkin carving kits; pumpkin carving pattern books; chalk; treat bags; stencils; stickers; paper drink coasters; a house mark for pumpkin carving and pumpkin paint kits - ITU for Temporary skin tattoos.	7/2/2004	5/16/1994	
PUMPKIN MASTERS	USA	Pending	78/446,138	21 - Charms for attachment to beverage glasses to identify drinks; food spreaders; swizzle sticks; a house mark for Halloween party kitchenware and giftware; treat buckets - ITU for Appetizer forks; bottle covers; reusable plastic ice cubes.	7/6/2004	7/24/2000	
PUMPKIN MASTERS	USA	Pending	78/445,696	25 - Costumes	7/2/2004	ITU	
PUMPKIN MASTERS	USA	Pending	78/446,167	28 - Pumpkin decorating kits; mini-pumpkin and gourd decorating kits; watermelon decorating kits; plastic pumpkin decorations; pumpkin tattoos; sound activated novelty toy; egg decorating kits; toy and novelty pressurized dispenser of plastic stream material; plastic stream material for use in a toy and novelty pressured dispenser; a house mark for a full line of decorating kits for pumpkins, mini-pumpkins, gourds, watermelons and eggs.	7/6/2004	5/16/1994	
PUMPKIN MASTERS	USA	Pending	78/485,003	7 - battery operated carving saw for pumpkins and other vegetables and gourds	9/16/2004	ITU	

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
PUMPKIN MASTERS/ AMERICA'S PUMPKIN CARVING COMPANY & Design®	Canada	Registered	489,994	Pumpkin carving and decorative products namely, saws, drills, pokers, scoops, candles and candle holders, patterns and instructional booklets sold separately and in kits.	8/23/1996	1994	2/16/1998
PUMPKIN MASTERS®	Canada	Registered	489,360	Pumpkin carving and decorative products namely, saws, drills, pokers, scoops, candles and candle holders, patterns and instructional booklets sold separately and in kits.	8/23/1996	1994	2/5/1998
PUMPKIN MASTERS®	USA	Registered	1,912,503	16 - kit for pumpkin carving, instruction manual, patterns and hand tools therefor	12/20/1993	5/16/1994	8/15/1995
PUMPKIN MASTERS® (stylized)	United Kingdom	Registered	2,137,466	16 - Pattern and instructional booklets; printed matter; books; publications; stationery; parts and fittings for the aforesaid goods	6/28/1997		10/9/1998
PUMPKIN MASTERS® (stylized)	United Kingdom	Registered	2,137,466	28 - Games; toys; playthings; candle holders; parts and fittings for the aforesaid goods	6/28/1997		10/9/1998
PUMPKIN MASTERS® (stylized)	United Kingdom	Registered	2,137,466	4 - Candles; wicks; candles adapted for Halloween; lubricants; fuels	6/28/1997		10/9/1998
PUMPKIN MASTERS® (stylized)	United Kingdom	Registered	2,137,466	8 - Hand tools and implements; axes; blades; razors; cleavers; cutlery; cutters; cutting tools; cutting bars; drills; saws; pokers; scoops; drill holders; fruit pickers; knives; machetes; files; paring knives; pincers; saw blades; saw holders; scrapers; scraping tools; screw drivers; sharpening instruments; spatulas; spades; swords; tongs; tweezers; slicers; shredders; wrenches; parts and fittings for all the aforesaid goods	6/28/1997		10/9/1998

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
PUMPKIN MASTERS® Series includes: PUMPKIN-MASTERS, PUMPKIN MASTERS, PUMPKIN-MASTER, PUMPKIN MASTER	United Kingdom	Registered	2,136,895	16 - Pattern and instructional booklets; printed matter; books; publications; stationery; parts and fittings for the aforesaid goods	6/25/1997		2/20/1998
PUMPKIN MASTERS® Series includes: PUMPKIN-MASTERS, PUMPKIN MASTERS, PUMPKIN-MASTER, PUMPKIN MASTER	United Kingdom	Registered	2,136,895	28 - Games; toys; playthings; candle holders; parts and fittings for the aforesaid goods	6/25/1997		2/20/1998
PUMPKIN MASTERS® Series includes: PUMPKIN-MASTERS, PUMPKIN MASTERS, PUMPKIN-MASTER, PUMPKIN MASTER	United Kingdom	Registered	2,136,895	4 - Candles; wicks; candles adapted for Halloween; lubricants; fuels	6/25/1997		2/20/1998
PUMPKIN MASTERS® Series includes: PUMPKIN-MASTERS, PUMPKIN MASTERS, PUMPKIN-MASTER, PUMPKIN MASTER	United Kingdom	Registered	2,136,895	8 - Hand tools and implements; axes; blades; razors; cleavers; cutlery; cutters; cutting tools; cutting bars; drills; saws; pokers; scoops; drill holders; fruit pickers; knives; machetes; files; paring knives; pincers; saw blades; saw holders; scrapers; scraping tools; screw drivers; sharpening instruments; spatulas; spades; swords; tongs; tweezers; slicers; shredders; wrenches; parts and fittings for all the aforesaid goods	6/25/1997		2/20/1998

Trademark	Country	Status	Reg. / Ser. No.	IC / G&S	Filing Date	First Use Date	Reg. Date
PUMPKIN PORTRAITS®	Canada	Allowed	1,096,668	42 - Reproducing images from photographs, paintings, drawings, computer illustrations, and other visual media in the form of carved pumpkins	3/21/2001		
PUMPKIN PORTRAITS®	United Kingdom	Pending	2,265,159	42 - Reproducing images from photographs, paintings, drawings, computer illustrations, and other visual media in the form of carved pumpkins	3/22/2001		
PUMPKIN PORTRAITS®	USA	Registered	2,611,708	40 - electronic imaging, scanning, digitizing, alteration, photographic computer imaging of photographs, paintings, drawings, computer illustrations and other visual media, photographic reproduction of portraits, in the form of carved pumpkins	9/22/2000	9/1/1999	8/27/2002
PUT A NEW FACE ON HALLOWEEN®	USA	Registered	1,477,650	16 - kit for pumpkin carving; namely, and instruction manual, patterns and hand tools therefor	7/14/1987	2/10/1987	2/23/1988
QUICKPattern™	USA	Common Law				1997	
SCARY CARRIES® (stylized)	USA	Registered	2,272,369	16 - Halloween trick-or-treating bags	9/22/1998	12/26/1996	8/24/1999
Scraper Scoop™	USA	Common Law				1990	
Sensational Shadows™	USA	Common Law				1996	
Spine Tingle™	USA	Common Law				2002	
STAR STUDDED PUMPKINS	USA	Pending	78/382,029	016: Pumpkin carving kits; tools for carving pumpkins	3/10/2004	ITU	
THE ORIGINAL PUMPKIN CARVER®	usa	Registered	2,093,958	8 - plastic carving knife for use in carving pumpkins	3/28/1994	2/14/1992	9/9/1997
THE THING YA' FLING®	USA	Registered	2,430,455	28 - Stuffed toy flying discs for playing a toss game	6/1/1999	1/30/2000	2/20/2001
ZIPPY CARVE	USA	Pending	78/289,228	16 - Pumpkin carving kits; tools for carving pumpkins	8/19/2003	ITU	
ZOJO®	USA	Registered	2,437,613	28 - Toys, namely, flying discs	7/8/1999	2/22/2000	3/20/2001