

06-14-2004

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



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

Tab settings

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

6-7-04

1. Name of conveying party(ies):

Illuminations.com, Inc., a Delaware corporation

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (checked), Other

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

2. Name and address of receiving party(ies)

Name: Candle Acquisition Co., a Delaware corporation

Internal Address:

Address:

Street Address: 1995 South McDowell Blvd.

City: Petaluma State: CA Zip: 94954

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware (checked), Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (No checked) (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No (No checked)

3. Nature of conveyance:

- Assignment (checked), Merger, Security Agreement, Change of Name, Other

Execution Date: May 1, 2004

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

A. Trademark Application No.(s) PLEASE SEE ATTACHED "EXHIBIT A"

B. Trademark Registration No.(s) PLEASE SEE ATTACHED "EXHIBIT A"

Additional number(s) attached Yes No (Yes checked)

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

Name: Melynda Bortnak, Esq.

Internal Address: O'Melveny & Myers LLP

Street Address: 400 South Hope Street

City: Los Angeles State: CA Zip: 90071-2899

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 415

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Melynda Bortnak, Esq.

Name of Person Signing

Handwritten signature

Signature

June 8, 2004

Date

Total number of pages including cover sheet, attachments, and document: 6

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

06/10/2004 ECOOPER 00000033 2165202

01 FC:0521 02 FC:0522

40.00 OP 375.00 OP

TRADEMARK REEL: 002988 FRAME: 0330

**EXHIBIT A
THE TRADEMARKS**

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Illuminations and Design	<u>2,165,202</u>	June 16, 1998
Living by Candlelight	2,216,858	January 12, 1999
Rituals Light for the Soul	2,334,873	March 28, 2000
Sacred Space	2,400,445 & 2,400,913	October 31, 2000
Naturescape	2,416,560	December 26, 2000
One Light	2,462,607	June 19, 2001
Rites of Passage	2,468,384	July 10, 2001
Goddess Ritual Candles	2,485,424	September 4, 2001
The Candle Pantry	2,428,929	February 13, 2001
Monet's Garden	2,693,635	March 4, 2002

Trademark Applications

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
1-800-Candles	75/671,267	March 30, 1999
A Year Of Candlelight	75/314,975	June 26, 1997
Beeswax Harvest	76/445,187	April 22, 2003
Cool Rain	78/117,047	March 22, 2002
Illuminations	78/296,412	September 5, 2003

Trademark Assignment

LA1:1042064.1

**TRADEMARK
REEL: 002988 FRAME: 0331**

ASSIGNMENT OF TRADEMARKS

WHEREAS, Illuminations.com, Inc., a Delaware corporation, located and doing business at 1995 South McDowell Blvd., Petaluma, CA 94954 (“ASSIGNOR”), is the owner of the trademarks and service marks listed on Exhibit A attached hereto and incorporated herein (the “TRADEMARKS”), and the United States registrations and applications therefor; and

WHEREAS, Candle Acquisition Co., a Delaware corporation, located and doing business at 1995 South McDowell Blvd., Petaluma, CA 94954 (“ASSIGNEE”), desires to acquire all of the rights, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill and the portion of the business associated with the TRADEMARKS.

NOW, THEREFORE, in consideration of good and valuable consideration from ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR confirms the transfer and hereby transfers and assigns to ASSIGNEE, the entire right, title and interest in and to the TRADEMARKS, together with the goodwill and the portion of the business associated with the TRADEMARKS and all trademark registrations and applications therefor; and

ASSIGNOR does also hereby sell, assign, transfer and set over unto ASSIGNEE, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the TRADEMARKS, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives; and

ASSIGNOR hereby assigns all rights, title and interest to the marks listed in Exhibit A in all jurisdictions and further agrees to execute such additional documents as may be required in such jurisdictions to effectuate the assignment of applications and registrations therein for the marks and to record the same.

[signatures continued on following page]

Trademark Assignment

LA1:1042064.1

TRADEMARK
REEL: 002988 FRAME: 0332

IN WITNESS WHEREOF, the parties have executed this instrument on this 1st day of May, 2004.

ILLUMINATIONS.COM, INC.

By: 

Name: Mark A. Velarde

Title: Chief Restructuring Officer

CANDLE ACQUISITION CO.

By: _____

Name: Robert Davenport

Title: President

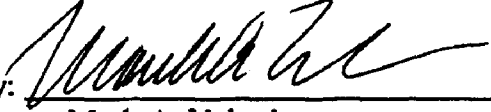
Trademark Assignment

LA1:1042064.1

TRADEMARK
REEL: 002988 FRAME: 0333

IN WITNESS WHEREOF, the parties have executed this instrument on this 1st day of
May, 2004.

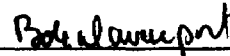
ILLUMINATIONS.COM, INC.

By: 

Name: Mark A. Velarde

Title: Chief Restructuring Officer

CANDLE ACQUISITION CO.

By: 

Name: Robert Davenport

Title: President

Trademark Assignment

LA1:1042064.1

TRADEMARK
REEL: 002988 FRAME: 0334

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THE TRADEMARKS**

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Trademark Assignment

LA1:1042064.1

RECORDED: 06/07/2004

TRADEMARK
REEL: 002988 FRAME: 0335