

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Life is good, Inc.		03/02/2005	CORPORATION: MASSACHUSETTS

**RECEIVING PARTY DATA**

<b>Name:</b>	Praesidian Capital Investors, L.P., as Administrative Agent
<b>Street Address:</b>	30 Broad Street, 21st Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10004
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	2025737	LIFE IS GOOD
Registration Number:	2454376	DO WHAT YOU LIKE. LIKE WHAT YOU DO.
Registration Number:	2055452	
Registration Number:	2481887	LIFE IS GOOD
Registration Number:	2692561	LIFE IS GOOD
Registration Number:	2826245	LIFE IS GOOD
Registration Number:	2865595	LIFE IS GOOD
Registration Number:	2911483	GOOD TECH
Serial Number:	74654470	LIFE IS GOOD
Serial Number:	75094576	HOMEMADE JAM
Serial Number:	76158488	HOMEMADE JAM
Serial Number:	76331123	HOMEMADE JAM
Serial Number:	76319447	LIFE IS GOOD

OP \$340.00 2025737

CORRESPONDENCE DATA

Fax Number: (212)735-8708

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-735-8668

Email: sbudow@morrisoncohen.com

Correspondent Name: Stephen I. Budow

Address Line 1: 909 Third Avenue

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Marc E. Sailer
Signature:	/Marc E. Sailer/
Date:	03/17/2005

**Total Attachments: 5**

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**EXHIBIT 1**

**ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS (U.S.)**

WHEREAS, Life is good, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, having a place of business at 745 Boylston Street, Boston, MA 02116 (the "Assignor"), has adopted and used and is using the trademarks and service marks (the "Marks") identified on the Annex hereto, and is the owner of the registrations of and pending registration applications for such Marks in the United States Patent and Trademark Office identified on such Annex; and

WHEREAS, Praesidian Capital Investors, L.P., as Administrative Agent (the "Assignee"), is desirous of acquiring the Marks and the registrations thereof and registration applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfer unto the Assignee all right, title and interest in and to the Marks, together with (i) the registrations of and registration applications for the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (iii) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

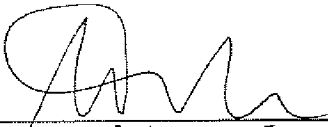
This Assignment of Trademarks and Service Marks (U.S.) is intended to and shall take effect as a sealed instrument at such time as the Assignee shall complete this instrument by inserting its name in the second paragraph above and signing its acceptance of this Assignment of Trademarks and Service Marks (U.S.) below.

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IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 1<sup>st</sup> day of March, 2005.

Life is good, Inc.

By: \_\_\_\_\_

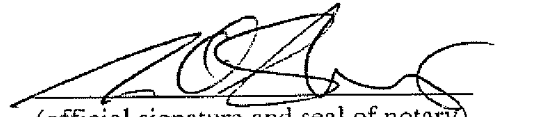
  
Name: Albert Jacobs  
Title: President

[Signature Page to the Assignment of Trademarks and Service Marks]

CERTIFICATE OF ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS \_\_\_\_\_ )  
 ) ss.  
COUNTY OF Suffolk \_\_\_\_\_ )

On this 1<sup>st</sup> day of March, 2005, before me, the undersigned notary public, personally appeared Albert Jacobs proved to me through satisfactory evidence of identification, which were MA license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (he)(she) signed it voluntarily for its stated purpose (as President for Life is good, Inc., a Massachusetts Corporation).

  
(official signature and seal of notary)  
Gregory M. O'Shaughnessy  
My commission expires: 8/9/07

[Signature Page to the Assignment of Trademarks and Service Marks]

The foregoing assignment of the Marks and the registrations thereof and registration applications therefor by the Assignor to the Assignee is hereby accepted as of the 2<sup>nd</sup> day of March, 2005.

PRAESIDIAN CAPITAL INVESTORS,  
LP,

By: Praesidian Capital, LLC

By: 

Name: Jason Drattell

Title: Manager and Member

**[Signature Page to the Assignment of Trademarks and Service Marks]**

**ANNEX A**

**Trademarks and Trademark Registrations**

**UNITED STATES**

Trademark or Service Mark	Registrations	
	Registration No.	Registration Date
LIFE IS GOOD	2025737	12/24/96
Design Only (smiley face with sunglasses and a beret)	2055452	04/22/97
DO WHAT YOU LIKE. LIKE WHAT YOU DO.	2454376	05/29/01
LIFE IS GOOD	2481887	08/28/01
LIFE IS GOOD	2692561	03/04/03
LIFE IS GOOD	2826245	03/23/04
LIFE IS GOOD	2865595	07/20/04
GOOD TECH	2911483	12/14/04
LIFE IS GOOD image (semi- oval with company name inside and rays of sun shooting out)	74654470	03/31/95
HOMEMADE JAM	75094576	04/26/96
HOMEMADE JAM	76158488	11/03/00
HOMEMADE JAM	76331123	10/29/01
LIFE IS GOOD	76319447	10/02/01