

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
Shady Character Unlimited Ltd.		10/26/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	American Genius & Co., Inc.
Street Address:	35 West 35th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2862802	N&N STUDIO BRAND
Registration Number:	2862799	NAUGHTY & NICE
Registration Number:	2498154	NICK & NORA
Registration Number:	2533138	SHOWER TUNES
Registration Number:	2553898	NICK & NORA
Registration Number:	2186066	NICK & NORA CONFIDENTIAL
Registration Number:	2185841	NICK & NORA
Registration Number:	2182561	CONFIDENTIAL
Registration Number:	2317322	COUNTING SHEEP
Registration Number:	2284135	NICK & NORA KIDS
Registration Number:	2273112	NICK & NORA
Registration Number:	2700716	NICK & NORA HOME
Registration Number:	2543270	NICK & NORA BABY
Registration Number:	2290149	BREAKFAST IN BED

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Registration Number:	2287779	COUNTING SHEEP
Registration Number:	2365735	BAGELS & LOX
Registration Number:	2375794	SUNNYSIDE UP
Registration Number:	2476092	BLUE PLATE SPECIAL
Registration Number:	2416131	NICK & NORA KIDS
Registration Number:	2476036	NICK & NORA
Registration Number:	2410933	LITTLE CHARACTERS
Registration Number:	2061587	LITTLE CHARACTERS
Registration Number:	2012059	NICK & NORA
Registration Number:	1935660	NICK & NORA
Registration Number:	1654405	NICK & NORA

CORRESPONDENCE DATA

Fax Number: (732)634-6887
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 732-634-7634
Email: mgilman@kaplangilman.com
Correspondent Name: Michael R. Gilman
Address Line 1: 900 Route 9 North
Address Line 4: Woodbridge, NEW JERSEY 07095

NAME OF SUBMITTER:	Michael R. Gilman
Signature:	/Michael R. Gilman/
Date:	03/29/2005

Total Attachments: 3
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ASSIGNMENT

THIS ASSIGNMENT is effective as of the date executed below.

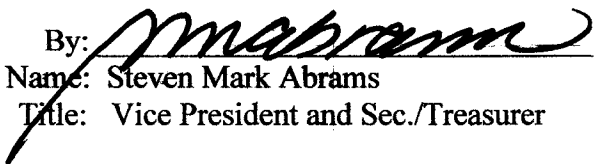
WHEREAS, Shady Character Unlimited Ltd. (hereinafter "Assignor"), a corporation of the state of New York having a place of business at 35 West 35th Street, New York, NY 10001, is the owner of all right, title and interest in and to the trademarks, the trademark applications and the trademark registrations listed in Exhibits A and B hereto (hereinafter collectively "the Marks"), including the goodwill of the business symbolized by the Marks;

WHEREAS, Assignor represents and warrants that it has not transferred any rights in the Marks to any third party, that it knows of no claims against the Marks by any third party and that it has never abandoned use of the Marks; and

WHEREAS, Assignor agrees to assign to American Genius & Co., Inc. (hereinafter "Assignee"), a corporation of the state of New York having a place of business at 35 West 35th Street, New York, NY 10001, successor to the entire business of Assignor, all of Assignor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks;


NOW, THEREFORE, in part based upon the above representations and warrants by Assignor, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns to Assignee, and Assignee accepts such assignment of, all of Assignor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.

Assignor: Shady Character Unlimited Ltd.

By: 
Name: Steven Mark Abrams
Title: Vice President and Sec./Treasurer

Dated: October 26, 2004

Sworn to and subscribed before me this 26 day of October, 2004, in the State of NEW YORK, County of NEW YORK.


Notary Public

WARTANOOSH BIRAMIAN
NOTARY PUBLIC, State of New York
No. 01BI6111086
Qualified in Queens County
Commission Expires June 7, 2008

EXHIBIT "A"

Serial Number	Reg. Number	Word Mark
78267232	2862802	N&N STUDIO BRAND
78266921	2862799	NAUGHTY & NICE
76121350	2498154	NICK & NORA
76077697	2533138	SHOWER TUNES
76043101	2553898	NICK & NORA
75392005	2186066	NICK & NORA CONFIDENTIAL
75328959	2185841	NICK & NORA
75392004	2182561	CONFIDENTIAL
75978948	2317322	COUNTING SHEEP
75978307	2284135	NICK & NORA KIDS
75978141	2273112	NICK & NORA
75761645	2700716	NICK & NORA HOME
75607914	2543270	NICK & NORA BABY
75543774	2290149	BREAKFAST IN BED
75543773	2287779	COUNTING SHEEP
75538198	2365735	BAGELS & LOX
75450470	2375794	SUNNYSIDE UP
75450467	2476092	BLUE PLATE SPECIAL
75411653	2416131	NICK & NORA KIDS
75328960	2476036	NICK & NORA
75155010	2410933	LITTLE CHARACTERS
75155009	2061587	LITTLE CHARACTERS
75033537	2012059	NICK & NORA
74617473	1935660	NICK & NORA
74104900	1654405	NICK & NORA

EXHIBIT B

COUNTRY	TRADEMARK	REG. NO.	STATUS
Australia	NICK & NORA	649,179	Renewal due: 12/22/04
Canada	NICK & NORA	789,971	Renewal due: 08/23/11
	NICK & NORA (use)	TMA 580,417	Renewal due: 05/01/18
	SHADY CHARACTER NICK & NORA	460,082	Renewal due: 07/12/11
	SHADOWBOXER SHADY CHARACTER	469,959	Renewal due: 01/28/12
	NICK & NORA (itu)	1,078,914	Registration fee and Declaration of Use due: 02/16/05
	N & N STUDIO BRAND	1,065,117	Requested an extension of time of 6 months until 03/20/05 to file certified copy of US application.
CTM	SHADOWBOXER	1,774,785	Renewal due: 07/25/10
	NICK & NORA	324,103	Renewal due: 08/19/06
France	NICK & NORA SHADY CHARACTER	1,698,756	Renewal due: 10/11/11
	SHADOWBOXER SHADY CHARACTER	1,698,755	Renewal due: 10/11/11
Germany	SHADOWBOXER SHADY CHARACTER	2,019,752	Renewal due: 10/31/11
	NICK & NORA	1,654,405	Renewal due: 08/20/11
Israel	NICK & NORA (Class 24)	146,534	Renewal due: 02/08/08
	NICK & NORA (Class 25)	146,535	Renewal due: 02/08/08
	NICK & NORA (Class 27)	146,536	Renewal due: 02/08/08
Italy	NICK & NORA	713,954	Renewal due: 05/03/05
Japan	NICK & NORA	2,459,102	Renewal due: 09/20/12
	SHADOWBOXER	2,136,187	Renewal due: 04/28/09
Mexico	NICK & NORA	512,906	Renewal due: 02/25/05

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