



To the Assistant Commissioner of Tra

documents or copy thereof.

102869004

1. Name of conveying party(ies):
SARATOGA TRUNK & FURNITURE CO., INC.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - State of New York
- Other _____

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

2. Name and address of receiving party(ies)

Name: Worldwise, Inc.
Internal Address: 160 Mitchell Blvd.
Street Address:
City: San Rafael CA ZIP: 94903

10-19-04

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporate - State California
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: October 5, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,199,873

Additional numbers attached? Yes No

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

Name: Michael E. Dergosits
Internal Address: Four Embarcadero Center, Suite 1450
Street Address:
City: San Francisco State: CA Zip: 94111

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
04-0822

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael E. Dergosits
Name of Person Signing

October 14, 2004
Date

Total number of pages including cover sheet, attachments, and document: 1 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Asst. Commissioner of Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gather the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

10/21/2004 610N11 00000015 2199873

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ASSIGNMENT

WHEREAS, Saratoga Trunk & Furniture Co., Inc., a New York corporation, having its principal offices at 991 Broadway, Suite 215, Albany, NY 12204 has adopted, used, is using and is the owner of the following trademark(s) now registered in the United States Patent and Trademark Office:

<i>Trademark</i>	<i>Registration No.</i>	<i>Date of Registration</i>
SMARTY CAT	2,199,873	October 27, 1998

WHEREAS, Worldwide, Inc., a California corporation, having its principal offices at 160 Mitchell Blvd., San Rafael, CA 94903, is desirous of acquiring said registered trademarks,

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Saratoga hereby assigns to Worldwide all right, title and interest in the United States in and to said trademarks together with the goodwill of the business symbolized by said trademarks and registrations thereof.

Signed at Latham NY 3^{30PM}, this 5 day of Oct, 2004.

SARATOGA TRUNK & FURNITURE CO.,
INC.

By:

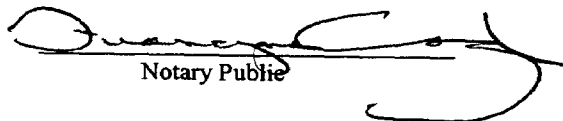


[Name]
[Title]

STATE OF New York)
) ss.
COUNTY OF Albany)

On this 5th day of October, in the year of 2004 before me, the undersigned notary public, personally appeared Ronald Richardson to me known and known to me to be a [title] of [corporation], the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

FRANCYNE CUNNINGHAM
Notary Public, State of New York
Residing In Saratoga County
Registration No. 4993089
Commission Expires March 9, 2006


Notary Public

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Signed at Latham NY 3:30 PM, this 5 day of Oct, 2004.

SARATOGA TRUNK & FURNITURE CO.,
INC.

By:

Ronald Richardson
President

[Name]
[Title]

STATE OF New York)
) ss.
COUNTY OF Albany)

On this 5th day of October in the year of 2004 before me, the undersigned notary public, personally appeared Ronald Richardson to me known and known to me to be a [title] of [corporation], the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

FRANCYNE CUNNINGHAM
Notary Public, State of New York
Residing in Saratoga County
Registration No. 4993089
Commission Expires March 9, 2006

Francyne Cunningham
Notary Public