

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
Flapdoodles, Inc.	FORMERLY Flap 2001, Inc.	09/20/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	Flapdoodle Apparel LLC
Street Address:	112 West 34th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10177
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1996038	FLAPDOODLES
Registration Number:	1508286	FLAPDOODLES
Registration Number:	2158400	AQUADOODLES
Registration Number:	1435665	MOUSEFEATHERS
Serial Number:	75214359	DOODLES

CORRESPONDENCE DATA

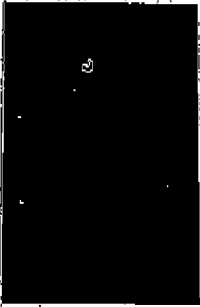
Fax Number: (212)953-7201
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2124159200
 Email: ny.trademark@dorsey.com
 Correspondent Name: Linda Leone
 Address Line 1: 250 Park Avenue
 Address Line 2: Dorsey & Whitney
 Address Line 4: New York, NEW YORK 10177

NAME OF SUBMITTER:	Linda Leone
--------------------	-------------

900023409

TRADEMARK
REEL: 003069 FRAME: 0948

OP. \$140.00. 1986038



Signature:	/LL/
Date:	04/20/2005
Total Attachments: 3 source=Flapdoodles#page1.tif source=Flapdoodles#page2.tif source=Flapdoodles#page3.tif	

TRADEMARK
REEL: 003069 FRAME: 0949

TRADEMARK
REEL: 003129 FRAME: 0552

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

06/10/2005
900026267

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the zip code of the assignee from 10177 to 10120 and the name of the assignee from Flapdoodle Apparel LLC to Flapdoodles Apparel LLC previously recorded on Reel 003069 Frame 0948. Assignor(s) hereby confirms the assignment of assignor's interest.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flapdoodles, Inc.	FORMERLY Flap 2001, Inc.	09/20/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	Flapdoodles Apparel LLC
Street Address:	112 West 34th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10120
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1508286	FLAPDOODLES
Registration Number:	1996038	FLAPDOODLES
Registration Number:	2158400	AQUADOODLES
Registration Number:	1435665	MOUSEFEATHERS

CORRESPONDENCE DATA

Fax Number: (212)382-2124
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 768-3800
 Email: plo@steinbergaskin.com
 Correspondent Name: Steinberg & Raskin, P.C.
 Address Line 1: 1140 Avenue of the Americas, 15th Floor
 Address Line 4: New York, NEW YORK 10036-5803

NAME OF SUBMITTER:	Amy F. Divino
---------------------------	---------------

OP \$115.00 1508286

Signature:	/Amy F. Divino/	
Date:	06/10/2005	
Total Attachments: 1 source=_0610085309_001#page1.tif		

09/22/2004 15:37 IFAX FAX_CENTER-NY00ORSEY.COM
Sent By: FISHBACH*HERTAN; 2125932441;

Fax_Center-NY 002/005
Sep-22-04 15:49; Page 2

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and delivered this ²² day of September, 2004, by Flapdoodles, Inc., formerly known as Flap 2001, a Delaware corporation ("Seller"), to Flapdoodles Apparel LLC, a New York limited liability company ("Purchaser"), pursuant to that certain Asset Sale Agreement dated as of the date hereof (the "Purchase Agreement") by and among Seller, Purchaser, Marc Ham and Carol Bieber. Capitalized terms not defined herein have meanings ascribed to them in the Purchase Agreement.

WITNESSETH, THAT FOR AND IN CONSIDERATION of the mutual promises contained in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Seller, and pursuant to the Purchase Agreement Seller hereby bargains, sells, grants, assigns, transfers, conveys, and delivers unto Purchaser, its successors and assigns:

WHEREAS, Assignor is the owner of the goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, Assignor is the owner of the federal trademark registrations and other registrations listed in Schedule A, attached hereto and incorporated herein by reference (hereinafter collectively referred to as the "Registrations");

WHEREAS, Assignee is desirous of acquiring all rights, title, and interest in and to the Trademarks and the Registrations worldwide; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title and interest as Assignor may possess in and to the Trademarks and Registrations worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title and interest as Assignor may possess in and to the following:

- (1) the Trademarks and Internet domain names listed set forth in Schedule A; and
- (2) the Registrations set forth in Schedule A;

together with the goodwill symbolized by said Trademarks and Registrations.

Assignor represents and warrants that:

- A. It owns the Trademarks free and clear of all liens, encumbrances, charges, claims or other rights whatsoever of any third parties.

mainyc.flapdoodles.trademark1.usignawm/cuectalon.copv/092004

TRADEMARK
REEL: 003069 FRAME: 0950

TRADEMARK
REEL: 003129 FRAME: 0555

08/22/2004 15:37 IFAX FAX_CENTER-HV9DORSEY.COM
Sent By: FISHBACH*HERTAN; 2125932441;

* Fax_Center-NY 003/005
Sep-22-04 15:48; Page 3/5

B. It has not heretofore transferred, pledged, or otherwise granted an interest in the Trademarks or the Registrations, and that the Trademarks and Registrations are not currently subject to any license agreement, settlement agreement, or covenant not to sue.

C. It shall promptly complete and submit, and provide any other information in connection with, the Internet domain name transfer agreement set forth in Schedule B, attached hereto and incorporated herein by reference, as necessary to transfer to Assignee the Internet domain name listed in Schedule A.

D. Assignor will, at the request and expense (with respect to any necessary out-of-pocket costs) of Assignee, execute all documents provided by Assignee, and otherwise cooperate with Assignee, as is reasonably necessary to effectuate the transfer of the Trademarks and Registrations to Assignee, including to record the assignment of the Registrations to Assignee.

Executed this 21st day of September, 2004.

FLAPDOGDLES INC.,

By: [Signature]
Marc Ham

marc@flapdogdles.com; trademark.registration.enquiries copy 092004A 2

TRADEMARK
REEL: 003069 FRAME: 0951

TRADEMARK
REEL: 003129 FRAME: 0556



08/22/2004 15:37 IFAX FAX_CENTER-NY00RSEV COM
Sent By: FISHBACH*HERTAN; 2125832441;

Fax_Center-NY 005/005
8ep-22-04 15:49; Page 5/5

Schedule A

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>REGISTRATION NUMBER</u>
Flapdoodles	74568051	1996038
Flapdoodles (stylized)	73697222	1508286
Aquandoodles	75214360	2158400
Doodles	75214359	
Mouse feathers		1435265

Domain Name

The domain name is www.flapdoodles.com

flapdoodles, trademark, assignment, execution, copy 08/20/04/A 4

RECORDED: 04/20/2005

TRADEMARK
REEL: 003069 FRAME: 0952

RECORDED: 06/10/2005

TRADEMARK
REEL: 003129 FRAME: 0557