

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

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

**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: pto@steinberggraskin.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

<b>NAME OF SUBMITTER:</b>	Amy F. Divino
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**OP \$115.00 1508286**

Signature:

/Amy F. Divino/

Date:

08/02/2005

**Total Attachments: 5**

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**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		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

OP \$140.00 - 1996038

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TRADEMARK  
 REEL: 003069 FRAME: 0948

**TRADEMARK**  
 REEL: 003132 FRAME: 0625

Signature:	ALL
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: 003132 FRAME: 0626

**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT is made and delivered this 20<sup>th</sup> 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, Maro Ham and Carole 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.

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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 21<sup>st</sup> day of September, 2004.

FLAPDOODLES, INC.,

By: [Signature]  
Marc Ham

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Schedule A

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>REGISTRATION NUMBER</u>
Flapdoodles	74568051	1996038
Flapdoodles (stylized)	73697222	1508286
Aquadoodles	75214360	2158400
Doodles	75214359	
Mouse feathers		14 35765

Domain Name

The domain name is [www.flapdoodles.com](http://www.flapdoodles.com)

*TH*

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RECORDED: 04/20/2005

TRADEMARK  
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RECORDED: 08/02/2005

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