

UNITED STATES
PATENT AND
TRADEMARK OFFICE



103187537

MERCE
DE
SHEET

2,2106

(1) **THE NAME OF THE PARTY CONVEYING THE INTEREST**
Eden LLC, One Penn Plaza, New York, NY 10019

Citizenship of the party conveying the interest: United States

(2) **THE NAME AND ADDRESS OF THE PARTY RECEIVING THE INTEREST**
Paddington and Company Limited, Cecil House, St. Andrew Street, Hertford,
Hertfordshire, England

Citizenship of the party receiving the interest: United Kingdom

(3) **DESCRIPTION OF THE INTEREST CONVEYED OR TRANSACTION TO BE RECORDED**

All of Eden LLC's right, title and interest throughout the world in and to the trademarks set forth in **Schedule A** of the Trademark Assignment (attached hereto), together with the goodwill of the business symbolized by the trademarks and the registrations therefore.

(4) **IDENTIFICATION OF THE INTERESTS INVOLVED**

MARK	Registration No.
PADDINGTON HUG ME BEAR	2,173,947
PB	1,348,261
PADDINGTON BEAR	1,344,546
PADDINGTON STN	1,431,281
PLEASE LOOK AFTER THIS BEAR	1,406,885
THANK YOU	1,202,866
PADDINGTON	

(5) **THE NAME AND ADDRESS OF THE PARTY TO WHOM CORRESPONDENCE CONCERNING THE REQUEST TO RECORD THE DOCUMENT SHOULD BE MAILED**

Tedd S. Levine, Esq., BALDINGER & LEVINE, 110 Old Country Rd., Suite 116A, Mineola, NY 11501
02-20-2006 L. MUELLER 00000109 2173947

01 FC:8521
02 FC:8522

48.00 OP
125.00 OP

(6) **THE DATE THE DOCUMENT WAS EXECUTED**

January 11, 2006



02-21-2006

U.S. Patent & TMO/TM Mail Root Dt. #72

TRADEMARK ASSIGNMENT

WHEREAS, EDEN LLC, a New York limited liability company, having had its principle office and place of business at One Penn Plaza, New York, New York 10119, USA (hereinafter referred to as "Eden" or "Assignor"), adopted and used the trademarks which are the subject of the U.S. Trademark Registrations, Canadian Registrations, and Taiwan Registration listed on **SCHEDULE A** (hereinafter the "Marks"); and

WHEREAS, Eden, in or about June 2001 filed for bankruptcy pursuant to Chapter 11, and is no longer a going concern;

WHEREAS, under Eden's liquidating plan, the Oversight Committee assumed authority regarding the disposition of all matters affecting Eden's estate, including the Marks;

WHEREAS, the Oversight Committee is authorized to execute this Agreement on behalf of Assignor;

WHEREAS, PADDINGTON AND COMPANY LIMITED, a British corporation ("Paddington"), having its principle office and place of business at Cecil House, St. Andrew Street, Hertford, Hertfordshire, England (hereinafter the "Assignee"), is the beneficial owner of the Marks and now wishes that record title be returned to its name; and

WHEREAS, the Marks are of no value to Eden and all rights relating thereto have been terminated;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers, conveys, and assigns unto the Assignee, all of Assignor's right, title and interest throughout the world in and to the Mark's, together with the goodwill of the business symbolized by the Marks and the registrations therefore as set forth in **Schedule A**.

Assignor or its authorized representative further agrees to execute any additional documents necessary by the laws of the respective countries involved to effectuate and record this assignment.

IN WITNESS THEREOF, on behalf of the Assignor, the authorized representative of the Oversight Committee with requisite authority to do so has hereunto executed this instrument on this 1st day of January 2006.

Oversight Committee of EDEN LLC on behalf of EDEN LLC

By: _____

Name: Bruce E. Baldinger, Esq.
Title: Chairperson

SCHEDULE A

MARK	Registration No.
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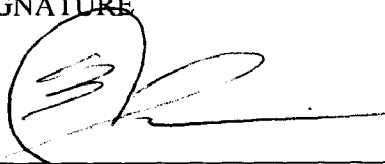
DECLARATION

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. § 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the above identified mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true.

DATE: January 18, 2006

SIGNATURE

(516) 294-6852 - [Attorney]

A handwritten signature in black ink, appearing to read 'Tedd S. Levine', written over a horizontal line.

TELEPHONE NUMBER

Name: Tedd S. Levine
Title: Attorney