

SUBSTITUTE FORM PTO 1594  
1-31-92

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

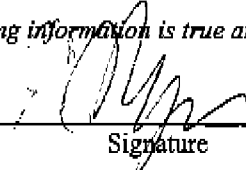
<p>1. Name of conveying party(ies):</p> <p>Cleo Delaware, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Cleo Inc 4025 Viscount Memphis, Tennessee</p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation: <u>Tennessee</u>  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) &amp; addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other: <u>Nunc Pro Tunc Assignment</u></p> <p>Execution Date: <u>January 25, 2007</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Reg. No.(s): <u>2340634</u></p>
<p>Additional numbers attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Stephen J. Meyers, Esq. Drinker Biddle &amp; Reath LLP One Logan Square 18<sup>th</sup> and Cherry Streets Philadelphia, PA 19103-6996</p> <p>Attorney Docket No. <u>37496-146123</u></p>	<p>6. Total number of applications and registrations involved: <u>5</u></p> <p>7. Total fee (37 CFR 3.41) <span style="float: right;"><u>\$40.00</u></span>  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: <u>50-0573</u></p>
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DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS		January 26, 2007
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments and document: 4

CMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

**Director of the United States Patent and Trademark Office Office**  
**Box 1450**  
**Alexandria, VA 22313-1450**

CH \$40.00 500673 2340634

**NUNC PRO TUNC ASSIGNMENT OF TRADEMARK**

WHEREAS, Cleo Delaware, Inc, a Delaware corporation, 1105 North Market Street, Suite 1300, Wilmington, Delaware 19801 ("Assignor"), had adopted, owned and was using the trademark listed in Schedule A hereto ("the Mark") in connection with the identified goods;

WHEREAS, Assignor owned the federal registration for the Mark in the United States Patent and Trademark Office for the goods identified therein, as listed in Schedule A hereto;

WHEREAS, Cleo Inc, a Tennessee corporation, 4025 Viscount, Memphis, Tennessee 38118 ("Assignee"), desired to acquire the Mark and the above-referenced registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor acknowledges that it hereby sold, assigned and transferred to Assignee, as of April 7, 2006, all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, including any choses in action, and the registration and application for registration thereof.

Dated effective as of:

January 25, 2007

CLEO DELAWARE, INC.

By: 

Clifford E. Pietrafitta

President

PHIP508862A1

TRADEMARK  
REEL: 003470 FRAME: 0549

STATE OF *Pennsylvania* :  
:SS  
COUNTY OF *Philadelphia*:

On this *25<sup>th</sup>* day of *January*, 2007, before me personally appeared Clifford E. Pietrafitta, to me personally known, who being duly sworn, did say that he is President of Cleo Delaware, Inc., the Delaware corporation which executed the foregoing instrument; and that he acknowledges the instrument to be the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

*Gayne L. Rementer*  
NOTARY PUBLIC  
COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
GAYNE L. REMENTER, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 2, 2009

PHIP5088621

TRADEMARK  
REEL: 003470 FRAME: 0550

**SCHEDULE A**

<b>MARK</b>	<b>REGISTRATION NO.</b>	<b>ISSUED</b>
REGAL FOIL	2,340,634	April 11, 2000

PHIP5088621