

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	05/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Willitts Designs International, Inc.		05/01/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	D56, Inc.
Street Address:	One Village Place, 6436 City West Parkway
Internal Address:	Lenox Legal Dept.
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	1794296	AMERICAN ARTIST COLLECTION
Registration Number:	2373400	CAGEY CRITTERS
Registration Number:	1414253	CLOTHTIQUE
Registration Number:	2088971	CRINKLE ANGELS
Registration Number:	2427012	INSTEP
Registration Number:	2527984	JINGLE JOURNEY
Registration Number:	2729677	KINDERGUARD
Serial Number:	78613699	NICK'S NOOK
Registration Number:	2970953	NICK'S NOOK
Registration Number:	2392325	NORTHERN LIGHTS
Registration Number:	2409474	NORTHERN LIGHTS
Registration Number:	2969250	PARCHMENTEAU

OP \$715.00 1794296

Registration Number:	2557150	PD PIXIES
Registration Number:	1670284	POSSIBLE DREAMS
Registration Number:	1680411	POSSIBLE DREAMS
Registration Number:	1720910	POSSIBLE DREAMS
Registration Number:	1795492	SANTA CLAUS NETWORK
Registration Number:	1794055	SCN
Registration Number:	2738335	SUNPLUGGED
Registration Number:	2733074	SUNPLUGGED
Registration Number:	2689407	THE BLACKSHEAR STYLE
Registration Number:	2443448	THOMAS BLACKSHEAR'S EBONY VISIONS
Registration Number:	2565712	THOMAS BLACKSHEAR'S EBONY VISIONS
Registration Number:	2949265	THOMAS BLACKSHEAR'S FINE ART
Serial Number:	78879173	UNZIP IT...ALL THE WAY
Registration Number:	2807254	WE MAKE HOMES BEAUTIFUL AND HEARTS GLAD
Registration Number:	2671807	WILLITTS DESIGNS
Registration Number:	2751381	WILLITTS GALLERIES

CORRESPONDENCE DATA

Fax Number: (267)525-5647
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 267-525-5117
Email: carol_rossell@lenox.com
Correspondent Name: Carol A. Rossell
Address Line 1: 1414 Radcliffe Street
Address Line 4: Bristol, PENNSYLVANIA 19007-5496

NAME OF SUBMITTER:	Carol Rossell
Signature:	/carol rossell/
Date:	03/22/2007

Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

This Assignment is made effective as of the 1st day of May, 2006 between Willitts Designs international, Inc., a California corporation with offices at 1129 Industrial Avenue, P.O. Box 750009, Petaluma, California 94952 (hereinafter referred to as "Assignor") and D56, Inc., a Minnesota corporation with offices at One Village Place, 6436 City West Parkway, Eden Prairie, MN 55344 ("Assignee").

WHEREAS, Assignor, is the sole and exclusive owner of the trademarks, service marks and domain names set forth on Exhibit A, attached hereto and made a part hereof, including the goodwill specifically associated with such trademarks (the "Trademarks"), and.

WHEREAS, Assignor has agreed to assign the Trademarks to Assignee.

NOW, THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee and its successors and assigns:

1. All right, title and interest in and to the Trademarks, together with the goodwill of the business associated with the use of and symbolized by the Trademarks, and any and all applications (including both use and intent-to-use applications) and issued registrations with respect to the same, and the right to sue for past infringements and unauthorized uses of the Trademarks.


2. All right, title, and interest in and to any other trademarks, service marks and domain names utilized in connection with the Go-Forward Products and owned by Assignor, if any, whether or not registered, together with the goodwill of the business associated with the use of and symbolized by such marks and names, any associated registrations of such marks and names, and the right to sue and bring action for any and all infringements and unauthorized uses of such marks and names.

3. Assignor will, upon request of Assignee, execute any other documents which may be necessary or appropriate to perfect in Assignee the rights, title and interest herein conveyed in the United States or in any other country.

4. All capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed thereto in the Asset Purchase Agreement dated March 3, 2006 between Assignor and Assignee.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

Willitts Designs International, Inc.



By: Joseph Walsmith, President and CEO

SEAL

Attest:

Dauph Reed
Secretary

Date: MAY 1, 2006

Exhibit A
Assignment of Trademarks to D56, Inc.

RECORDATION FORM COVER SHEET

MARK	REG. NO.	REG. DATE
AMERICAN ARTIST COLLECTION	1,794,296	09/21/1993
CAGEY CRITTERS	2,373,400	08/01/2000
CLOTHTIQUE	1,414,253	10/21/1986
CRINKLE ANGELS	2,088,971	08/19/1997
INSTEP	2,427,012	02/06/2001
JINGLE JOURNEY	2,527,984	01/08/2002
KINDERGUARD	2,729,677	0/24/2003
NICK'S NOOK	Pending (78/613,699)	Filed 04/21/2005
NICK'S NOOK	2,970,953	07/19/2005
NORTHERN LIGHTS	2,392,325	10/03/2000
NORTHERN LIGHTS	2,409,474	11/28/2000
PARCHMENTEAU	2,969,250	07/19/2005
PD PIXIES	2,557,150	04/02/2002
POSSIBLE DREAMS	1,670,284	12/31/1991
POSSIBLE DREAMS	1,680,411	03/24/1992
POSSIBLE DREAMS	1,720,910	09/29/1992
SANTA CLAUS NETWORK	1,795,492	09/28/1993
SCN	1,794,055	09/21/1993
SUNPLUGGED	2,738,335	07/15/2003
SUNPLUGGED & Design	2,733,074	07/01/2003

MARK	REG. NO.	REG. DATE
THE BLACKSHEAR STYLE	2,689,407	02/18/2003
THOMAS BLACKSHEAR'S EBONY VISIONS	2,443,448	04/10/2001
THOMAS BLACKSHEAR'S EBONY VISIONS	2,565,712	04/30/2002
THOMAS BLACKSHEAR'S FINE ART	2,949,265	05/10/2005
UNZIP IT ... ALL THE WAY	Pending (78/879,173)	Filed 05/08/2006
WE MAKE HOMES BEAUTIFUL AND HEARTS GLAD	2,807,254	01/20/2004
WILLITTS DESIGNS	2,671,807	01/07/2003
WILLITTS GALLERIES	2,751,381	08/12/2003