

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
Once Upon A Family, LLC		01/01/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	OUAF Enterprises, LLC
Composed Of:	COMPOSED OF OUAF Holdings, LLC, its Managing Member
Street Address:	17252 Armstrong Avenue, Suite B
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2933456	ONCE UPON A FAMILY
Registration Number:	2696157	CHILDHOOD CHERISHED
Serial Number:	77065073	LIVE, LAUGH, LOVE...CLUB
Serial Number:	77065068	CHAOS TO CONNECTIONS
Serial Number:	77065050	LESSONS FOR LITTLE ONES

CORRESPONDENCE DATA

Fax Number: (214)378-4076
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2143784083
 Email: jmcloud@aerusonline.com
 Correspondent Name: Jennifer McCloud
 Address Line 1: 5420 LBJ Freeway, Suite 800
 Address Line 4: Dallas, TEXAS 75240

OP \$140.00 2933456

NAME OF SUBMITTER:	Kevin Hickey
Signature:	/kevin hickey/
Date:	04/11/2007
Total Attachments: 3 source=trademark assignment - OUAF to Enterprises#page1.tif source=trademark assignment - OUAF to Enterprises#page2.tif source=trademark assignment - OUAF to Enterprises#page3.tif	

ASSIGNMENT OF TRADEMARKS

THIS TRADEMARK ASSIGNMENT (the "Assignment"), effective as of January 1, 2007 (the "Effective Date"), by and between Once Upon A Family, LLC, a Delaware limited liability company ("Assignor"), and OUAF Enterprises, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the trademarks, service marks and the United States and foreign trademark registrations and applications set forth in the Schedule of Trademarks annexed hereto and made a part hereof, (hereinafter the "Trademarks"), together with the goodwill of the business associated with the Trademarks; and

WHEREAS, Assignee is desirous of obtaining all of the rights, title and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks.

NOW, THEREFORE, in consideration of the mutual covenants and of good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor agrees as follows:

1. Assignor does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, all of Assignor's rights, title and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks and the trademark registrations and applications therefor.

2. Assignor does hereby sell, assign, transfer and set over onto Assignee, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the Trademarks, the right to sue for and collect same for its own use and

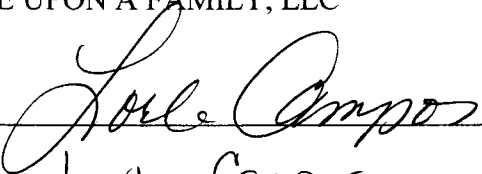
enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives.

3. Assignor authorizes the Commissioner of Patents and Trademarks of the United States, any official of any countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Trademarks listed in the annexed Schedule of Trademarks, and title thereto as the property of Assignee, its successors and assigns, in accordance with the terms of this instrument.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized officers or representatives and to be effective as of the date set forth above.

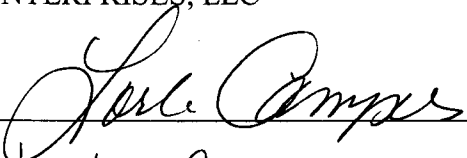
ASSIGNOR:

ONCE UPON A FAMILY, LLC

By: 
Name: Lorie Campos
Title: President

ASSIGNEE:

OUAF ENTERPRISES, LLC

By: 
Name: Lorie Campos
Title: CEO

SCHEDULE OF TRADEMARKS

TRADEMARK

REGISTRATION NO./SERIAL NO.

ONCE UPON A FAMILY	2933456
CHILDHOOD CHERISHED	2696157
LIVE, LAUGH, LOVE...CLUB	77065073
CHAOS TO CONNECTIONS	77065068
LESSONS FOR LITTLE ONES	77065050