

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
Phillips Farms, LLC		04/24/2007	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Michael-David, LLC
Street Address:	4580 West Highway 12
City:	Lodi
State/Country:	CALIFORNIA
Postal Code:	95242
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2872688	7 HEAVENLY CHARDS
Registration Number:	2883054	7 HEAVENLY CHARDS ENDURANCE CHARITY TEMPERANCE PRUDENCE JUSTIC FAITH HOPE
Serial Number:	78473462	EARTHQUAKE
Registration Number:	2870160	EARTHQUAKE ZIN
Registration Number:	2901599	INCOGNITO
Serial Number:	78669171	PETIT-PETITE
Serial Number:	78494269	RAPTURE
Registration Number:	2950239	SIXTH SENSE
Registration Number:	2905529	7 DEADLY ZINS GLUTTONY SLOTH LUST ENVY GREED ANGER PRIDE
Registration Number:	2761185	

CORRESPONDENCE DATA

CH \$265.00 2872688

Fax Number: (312)609-5005
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (312) 609-7838
Email: podonoghue@vedderprice.com
Correspondent Name: Patricia O'Donoghue, Vedder Price
Address Line 1: 222 North LaSalle Street
Address Line 2: Suite 2500
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	74285.00.0001
NAME OF SUBMITTER:	Patricia O'Donoghue
Signature:	/Patricia O'Donoghue/
Date:	04/26/2007

Total Attachments: 2
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Phillips Farms, LLC, a California Limited Liability Company, having offices at 4580 West Highway 12 Lodi CALIFORNIA 95242, ("Assignor"), has adopted and has used the marks and is the owner of various registrations and applications for registration for such marks, as listed on Schedule A attached hereto; and

WHEREAS, Michael-David, LLC, a California Limited Liability Company having its principal place of business at 4580 West Highway 12, Lodi, California 95242, U.S.A. ("Assignee"), desires to acquire said marks together with the good will of the business in connection with which said marks are used and which are symbolized by said marks and any and all registrations and applications for registration of said marks;

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor has assigned and by these presents, does hereby sell, transfer, convey and assign unto Assignee the entire right, title, and interest of Assignor in and to said marks, all registrations and all applications for registration of said marks listed on Schedule A hereto, including without limitation the right to recover for past infringement of said marks, and the good will of the business symbolized by said marks.

IN WITNESS WHEREOF, this Assignment of Trademarks is executed this 24th day of April, 2007.

Phillips Farms, LLC

By: [Signature]
Name: David J. Phillips
Title: President

STATE OF California)
) ss.
COUNTY OF San Joaquin

On this 24th day of April, 2007, before me, the undersigned, a Notary Public for the State of California, personally appeared David J. Phillips, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the foregoing Assignment of Trademarks as President of the limited liability company named therein, and acknowledged to me that he executed the same as his voluntary act on behalf of such corporation with authority to do so for the purposes therein set forth.

[Signature]

Notary Public Seal

My Commission expires: 12-3-09



CHICAGO#1599860.1
74285.00.0001

SCHEDULE A

TRADEMARK	SERIAL/REGISTRATION NUMBER
7 HEAVENLY CHARDS	2,872,688
7 HEAVENLY CHARDS & Design	2,883,054
EARTHQUAKE	78/473,462
EARTHQUAKE ZIN	2,870,160
MASK Design	2,901,599
PETIT-PETITE	78/669,171
RAPTURE	78/494,269
7 DEADLY ZINS & Design	2,905,529
SIXTH SENSE	2,950,239
WINDMILL Design	2,761,185