



05-22-2007

COMMERCE
mark Office

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)



REGISTRATION FOR
TRADEMARK

103407982

below.

To the Director of the U. S. Patent and Trademark Office: Please

4-16-07

1. Name of conveying party(ies):
Russ Barrie and Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: New Jersey
 Other _____

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: Russ Barrie U.S. Gift, Inc.
Internal _____
Address: _____
Street Address: 111 Bauer Drive
City: Oakland
State: New Jersey
Country: USA Zip: 07436

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship USA
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance / Execution Date(s):
Execution Date(s) 03/14/2006

Assignment Merger
 Security Agreement Change of Name
 Other SEE ATTACH

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 1,866,741

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Vaishali Udupa
Internal Address: _____
Street Address: 51 Louisiana Avenue NW
City: Washington
State: DC Zip: 20001-2113
Phone Number: 202/879-3795
Fax Number: 202/626-1700
Email Address: vudupa@jonesday.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____ Expiration Date _____
b. Deposit Account Number 50-3013
Authorized User Name Vaishali Udupa

9. Signature: _____
Signature _____ Date 4/16/07
Name of Person Signing Vaishali Udupa

Total number of pages including cover sheet, attachments, and documents: _____

40E

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22313-1480

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Russ Berrie and Company, Inc.

- Individual(s)
- General Partnership
- Corporation- State: New Jersey
- Other _____

- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) 03/14/2006

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Russ Berrie U.S. Gift, Inc.

Internal

Address: _____

Street Address: 111 Bauer Drive

City: Oakland

State: New Jersey

Country: USA Zip: 07436

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- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship USA
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Name: Vaishali Udupa

Internal Address: _____

Street Address: 51 Louisiana Ave. NW

City: Washington

State: DC Zip: 20001-2113

Phone Number: 202/879-3795

Fax Number: 202/626-1700

Email Address: yudupa@jonesday.com

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 465.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

[Signature]
Signature

3/23/06
Date

Vaishali Udupa
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (871) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

Continuation of Item 4

MARK	COUNTRY	REGISTRATION OR APPLICATION NO.
APPAWS	UNITED STATES	App. No. 76/535,128
APPLAUSE	UNITED STATES	Reg. No. 1,223,558
APPLAUSE (Design)	UNITED STATES	Reg. No. 1,251,348
APPLAUSE (Design)	UNITED STATES	Reg. No. 1,190,130
BAXTER	UNITED STATES	Reg. No. 1,297,278
BEARS FROM THE PAST	UNITED STATES	Reg. No. 1,996,741 1,966,741
CELEBRATE AMERICA	UNITED STATES	Reg. No. 2,558,179
EVERYONE LOVES TO GET APPLAUSE	UNITED STATES	Reg. No. 1,230,618
GIRL POWRRR...	UNITED STATES	Reg. No. 2,635,742
HEARTCRAFT COLLECTION	UNITED STATES	Reg. No. 1,956,063
HOT STUFF	UNITED STATES	Reg. No. 1,333,415
LUV PETS	UNITED STATES	Reg. No. 2,482,505
MAKE SOMEONE HAPPY	UNITED STATES	Reg. No. 2,635,758
RUSS & Design	UNITED STATES	Reg. No. 2,891,296
RUSS HOME	UNITED STATES	App. No. 78/093,369
RUSSPLUS	UNITED STATES	Reg. No. 2,260,182
SKRIBBLES	UNITED STATES	Reg. No. 2,809,975
VINTAGE EDITION	UNITED STATES	Reg. No. 2,372,339

**TRADEMARK ASSIGNMENT
(UNITED STATES OF AMERICA)**

THIS ASSIGNMENT is effective this 14th day of March, 2006 ("Effective Date"), from Russ Berrie and Company, Inc., a New Jersey corporation located at 111 Bauer Drive, Oakland, NJ 07436 ("Assignor") to Russ Berrie U.S. Gift, Inc., a Delaware corporation located at 111 Bauer Drive, Oakland, NJ 07436 (Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to certain intellectual property relating to trademark registrations and applications, including, but not limited to the trademark registrations and applications listed on Schedule A attached hereto (hereinafter, the "USA Trademarks") and all associated goodwill in the USA Trademarks (but excluding the name "Russ Berrie and Company, Inc."); and

WHEREAS, Assignee wishes to acquire from Assignor the entirety of Assignor's right, title and interest in and to the USA Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee, its successors and assigns forever, free and clear of all liens and encumbrances, Assignor's entire right, title and interest in the USA Trademarks, together with the goodwill of Assignor's business appertaining thereto and/or symbolized thereby, all income, royalties, damages and payments now or hereafter due or payable in respect to the USA Trademarks, and all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for past, present and future infringement and/or dilution of the USA Trademarks and the rights thereto.

Assignee authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States, whose

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duty it is to issue trademarks, to issue the same to the said Assignee, its successors and assigns, in accordance with the terms of this assignment.

Assignee, its successors and assigns, shall hold the rights to the foregoing for and during the existence of such USA Trademarks, as fully and as entirely as the same would have been held and enjoyed by Assignor had this assignment not been made.

Assignor also shall, without further consideration, comply with all reasonable requests by Assignee, at no expense, to execute promptly any additional documents and to take promptly any further action necessary to vest good, valid and marketable title to the USA Trademarks in the Assignee.

IN WITNESS WHEREOF, this Assignment has been executed as of the date first written above.

RUSS BERRIE AND COMPANY, INC.

By [Signature]
Name: Marc Goldfarb
Title: Vice President and Secretary

AGREED TO BY:


RUSS BERRIE U.S. GIFT, INC.

By [Signature]
Name: Marc Goldfarb
Title: Vice President and Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this __ day of March, 2006, before me personally appeared Marc Goldfarb, to me known, who, being by me duly sworn, did depose and say that he/she resides at 29 Sinclair Terrace, Short Hills, NJ 07078, and that he/she is the Vice President and Secretary of Russ Berrie and Company, Inc., a company organized under the laws of the State of New Jersey, described in and who executed the foregoing instrument with full authority, and that he/she signed his/her name thereto pursuant to such authority.

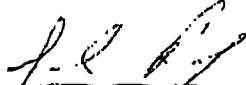
JOHANNE R. RÉMY
Notary Public, State of New York
No. 01RE5079574
Qualified in Queens County
Commission Expires June 03, 2007


Notary Public

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this __ day of March, 2006, before me personally appeared Marc Goldfarb, to me known, who, being by me duly sworn, did depose and say that he/she resides at 29 Sinclair Terrace, Short Hills, NJ 07078, and that he/she is the Vice President and Secretary of Russ Berrie U.S. Gift, Inc., a company organized under the laws of the State of Delaware, described in and who executed the foregoing instrument with full authority, and that he/she signed his/her name thereto pursuant to such authority.

JOHANNE R. RÉMY
Notary Public, State of New York
No. 01RE5079674
Qualified in Queens County
Commission Expires June 03, 2007


Notary Public

Schedule A to Trademark Assignment (United States of America)

<u>Mark</u>	<u>Class</u>	<u>Registration or Application No.</u>	<u>Date</u>	<u>Status</u>
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Schedule A to Trademark Assignment

<u>Mark</u>	<u>Country</u>	<u>Registration or Application No.</u>
APPAWS	UNITED STATES	App. No. 76/535,128
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APPLAUSE (Design)	UNITED STATES	Reg. No. 1,251,348
APPLAUSE (Design)	UNITED STATES	Reg. No. 1,190,130
BAXTER	UNITED STATES	Reg. No. 1,297,278
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#2725100 (114647.054)

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VINTAGE EDITION	UNITED STATES	Reg. No. 2,372,339

#2725100 (114647.054)