

TRADEMARK ASSIGNMENT

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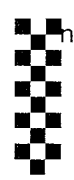
SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Braincandy, LLC		09/16/2006	LIMITED LIABILITY COMPANY: WASHINGTON
RECEIVING PARTY DATA			
Name:	Braincandy Company		
Street Address:	911 Western Ave., Suite 310		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104		
Entity Type:	CORPORATION: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78978236	BRAINCANDY	
CORRESPONDENCE DATA			
Fax Number:	(206)217-2201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206-217-2200		
Email:	chad@axioslaw.com		
Correspondent Name:	Chad M. Smith		
Address Line 1:	1525 Fourth Ave., Suite 800		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	BRAI-2007003		
NAME OF SUBMITTER:	Chad M. Smith		
Signature:	/Chad Smith/		
Date:	01/25/2008		

OP \$40.00 78978236

Total Attachments: 2

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TRADEMARK ASSIGNMENT

WHEREAS, Braincandy, LLC, a Washington Limited Liability Company, with its principal place of business at 911 Western Avenue., Suite 310, Seattle, Washington, 98104 ("Assignor"), has adopted, owns and is using the mark BRAINCANDY ("the Mark") in connection with the following goods and/or services:

Pre-recorded CDs, CD-ROMs, video tapes, laser discs, audio cassettes, and DVDs featuring audiovisual and audio programming for children's education and entertainment in International Class 9;

Clothing, namely, t-shirts, hats, dresses, tops, bottoms, jeans, shorts, sweatshirts, pants, footwear in International Class 25; and

Entertainment services, namely, ongoing television, cable and Internet programs featuring audiovisual and audio programming for children's education and entertainment; motion picture film production featuring audiovisual and audio programming for children's education and entertainment; providing a web site featuring musical performances, musical videos, related film clips, photographs, and other multimedia materials in International Class 41;

and

WHEREAS, Assignor owns a federal trademark application for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Application No. 78,978,236, filed on July 28, 2004; and

WHEREAS, Braincandy Company, a Washington Company, with its principal place of business at 911 Western Avenue., Suite 310, Seattle, Washington, 98104 ("Assignee"), desires 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 hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill symbolized by the Mark, and the registration thereof, *nunc pro tunc*, effective as of October 16, 2006.

Braincandy, LLC

By: Sam Reich-Dagnen

Name: Sam Reich-Dagnen

Title: Member

Dated effective as of: January 25, 2008

SUBSCRIBED and SWORN to before me this 25 day of January 25, 2008.

Matthew E. Carpenter Notary Public

My Commission Expires: 12/7/10

