

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
WORD-TONE-PICTURE, INC.		03/21/2008	CORPORATION: MAINE

RECEIVING PARTY DATA

Name:	DP Enterprise, LLC
Street Address:	One Monument Way
Internal Address:	c/o Drummond & Drummond, LLP
City:	Portland
State/Country:	MAINE
Postal Code:	04101
Entity Type:	LIMITED LIABILITY COMPANY: MAINE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78882374	CHICKEN-TALK
Serial Number:	78686809	DRY FISHING
Serial Number:	78686372	SKY FISHING
Serial Number:	78685947	PET SPRINGS
Serial Number:	78672191	DOCTOR WOUFF WEAR
Serial Number:	78663898	DOCTOR WOUFF RECOMMENDS...
Serial Number:	78663820	ASK DOCTOR WOUFF ABOUT
Serial Number:	78663672	COOKING WITH DOCTOR WOUFF AND HIS FRIENDS
Serial Number:	77083956	DOCTOR WOUFF WEAR
Serial Number:	77083928	DOCTOR WOUFF & NURSE MEOW
Serial Number:	78228733	DOCTOR WOUFF & NURSE MEOW
Serial Number:	76567686	NOAH'S ARK

CORRESPONDENCE DATA

900106754

**TRADEMARK
 REEL: 003778 FRAME: 0641**

OP \$315.00 78882374

Fax Number: (207)761-4690
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 207-774-0317
Email: nhuckel-bauer@ddlaw.com
Correspondent Name: Nathaniel R. Huckel-Bauer
Address Line 1: One Monument Way
Address Line 2: Drummond & Drummond, LLP
Address Line 4: Portland, MAINE 04101

ATTORNEY DOCKET NUMBER:	4776-0006
NAME OF SUBMITTER:	Nathaniel R. Huckel-Bauer
Signature:	/Nathaniel R. Huckel-Bauer/
Date:	05/12/2008

Total Attachments: 7

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CHAPTER 7 TRUSTEE'S RELEASE BILL OF SALE

KNOW ALL BY THESE PRESENTS, that John C. Turner, the duly-appointed, qualified, and acting Chapter 7 Trustee in the jointly administered Chapter 7 cases (the "Trustee") of Word-Tone-Picture, Inc., Ch. 7, Case No. 06-20598 JBH, Judge Leo Productions, LLC, Ch. 7, Case No. 06-20600 JBH, and Henry B. Carlton et al., Ch. 7, Case No. 07-20112 JBH (collectively, the "Estates"), pursuant to the applicable provisions of § 363 of the United States Bankruptcy Code (the "Code"), Federal Rule of Bankruptcy Procedure 6004, and D. Me LBR 6004-1, having given notice of sale and served a certain Notice of Intended Sale of Intellectual Property and a certain Chapter 7 Trustee's Motion for Order Approving Sale of Estates' Respective Interests in Intellectual Property Free and Clear of any and all Liens, Claims, and Interests, and Incorporated Memorandum of Law, dated February 14, 2008, on all parties entitled to notice under applicable law; all objections filed having been withdrawn or overruled, and the sale having been approved and authorized by the Bankruptcy Court after a hearing held on March 19, 2008, as set forth in the Bankruptcy Court's Order Approving Sale of Estates' Respective Interests in Certain Intellectual Property Free and Clear of any and all Liens, Claims, Interests, and Encumbrances and Granting Other Related Relief, dated March 19, 2008, for and in consideration of the sum of \$ 15,500.00 —, the receipt and adequacy of which the Trustee hereby acknowledges, does hereby release, grant, sell, assign, set over, and convey to DP Enterprise, LLC ("Purchaser"), all the Trustee's right, title, and interest in his said capacity, and all the right, title, and interest of the Estates, in and to the personal property assets set forth in the attached Exhibit A (the "Intellectual Property"), free and clear of all liens, claims, and encumbrances.

THIS SALE OF THE ASSETS IS MADE AS IS, WHERE IS, WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, AND PURCHASER SHALL BE RESPONSIBLE FOR PAYING ANY AND ALL TAXES, FEES, PENALTIES, CHARGES, FINES OR OTHER SIMILAR SUMS DUE IN CONNECTION WITH THE ASSETS AND PURCHASER'S USE OF THE SAME, provided however that Purchaser shall not be responsible for paying any income or capital gain tax of Debtors or their bankruptcy estates on account of the sale of the Intellectual Property to Purchaser.

BANKRUPTCY ESTATES OF WORD-TONE-PICTURE, INC.,
JUDGE LEO PRODUCTIONS, LLC, AND
HENRY B. CARLTON ET AL.

Dated: March 21, 2008

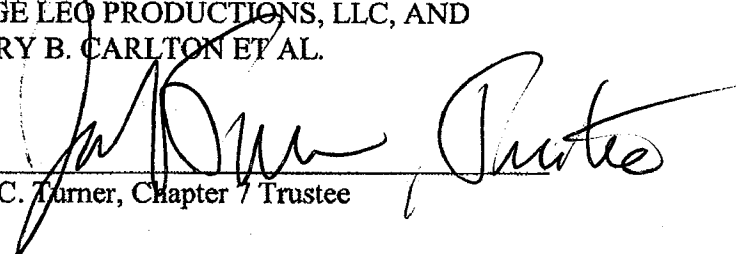
By: 
John C. Turner, Chapter 7 Trustee

EXHIBIT A

All right, title, and interests of the Estates of Debtors in and to any Intellectual Property, whether tangible or intangible, including all the Intellectual Property assets and intellectual properties listed on the Schedules filed with the Bankruptcy Court by Debtors in these jointly-administered Chapter 7 cases. Without limiting the foregoing, the term "Intellectual Property" includes, but is not limited to, the following:

- As set forth on Schedule B in Word-Tone's Chapter 7 case, the following patents, copyrights, applications, and other intellectual property:

- (i) "Ask Doctor Wooff About" (Serial No. 78/663,820);
- (ii) "Cooking with Doctor Wooff and his Friends" (Serial No. 78/663,672);
- (iii) "Pet Springs" (Serial No. 78/685,947);
- (iv) "Dry Fishing" (Trademark Application, Serial No. 78/686,809);
- (v) "Sky Fishing" (Trademark Application, Serial No. 78/686,372);
- (vi) "Doctor Wood Wear" (Trademark Application, Serial No. 78/672,191); and
- (vii) "Doctor Wooff & Nurse Meow's Animal Hospital & trademarks & websites and various intellectual and copyright rights."

- As set forth on Schedule B in Judge Leo's Chapter 7 case, the following patents, copyrights, applications, and other intellectual property:

- (i) "Judge Leo Court is Now in Session, together with web site, and various intellectual property rights; copyrights."

- As set forth on Amended Schedule B in Henry B. Carlton's Chapter 7 case, the following patents, copyrights, applications, and other intellectual property:

- (i) "Ask Doctor Wooff About" (Serial No. 78/663,820);
- (ii) "Cooking with Doctor Wooff and his Friends" (Serial No. 78/663,672);
- (iii) "Pet Springs" (Serial No. 78/685,947);
- (iv) "Dry Fishing" (Trademark Application, Serial No. 78/686,809);
- (v) "Sky Fishing" (Trademark Application, Serial No. 78/686,372);
- (vi) "Doctor Wood Wear" (Trademark Application, Serial No. 78/672,191); and
- (vii) "Doctor Wooff & Nurse Meow's Animal Hospital & trademarks & websites and various intellectual and copyright rights."

- All the Estates' interests, if any, in any tangible intellectual property, such as software, books, records, reports, presentations, data, data sets, inventory, notebooks, literature, and electronic media related to the foregoing;

- All the Estates' interests, if any, in any intangible property, including, without limitation, all general intangibles (including without limitation, all trade secrets, computer programs, records, reports, presentations, data, data sets, customer lists, trade names, goodwill, trademarks, licenses, copyrights and intellectual property of every kind and description used in Debtors' businesses);

- All the Estates' interests, if any, in any applications filed or pending with the U.S. Patent and Trademark Office for any marks or Intellectual Property used or owned by Debtors; and

- All claims (including claims for patent infringement) and causes of action of the Estates against third parties relating to any of the Intellectual Property (regardless of whether or not such claims and causes of action have been asserted by the Estates).

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MAINE**

In re:)
)
WORD-TONE-PICTURE, INC., et al.,) Chapter 7
) Case No. 06-20598 JBH
) (Jointly Administered)
Debtors.)

**ORDER APPROVING SALE OF ESTATES' RESPECTIVE INTERESTS IN CERTAIN
INTELLECTUAL PROPERTY FREE AND CLEAR OF ANY AND ALL LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES AND
GRANTING OTHER, RELATED RELIEF**

Upon consideration of the Chapter 7 Trustee's Motion for Order Approving Sale of Estates' Respective Interests in Intellectual Property Free and Clear of any and all Liens, Claims, and Interests, and Incorporated Memorandum of Law, dated February 14, 2008 (the "Sale Motion"), seeking approval of the Trustee's sale of the estates' respective interests in certain Intellectual Property as further described in the Sale Motion (collectively, the "Intellectual Property") by public auction sale, free and clear of any and all Liens and/or Claims, which was filed by John C. Turner, the duly-appointed, qualified, and acting Chapter 7 Trustee in the above jointly-administered Chapter 7 cases (the "Trustee"), and after due and appropriate prior notice of the Sale Motion to all interested parties, and

/X/ a hearing on the Sale Motion being held before me on March 19, 2008, any timely-filed opposition to the Sale Motion either being withdrawn, resolved or overruled at said hearing, for the reasons stated on the record,

/ / in the absence of any timely-filed opposition to the Sale Motion, no hearing thereon being necessary,

the Court finding that the proposed sale by the Trustee of the respective estates of the above-captioned Debtors (the "Trustee") is in good faith; is a proper and reasonable exercise of the Trustee's business judgment; the terms of the proposed sale are fair, reasonable, and equitable; the proposed sale is a necessary and appropriate step in the continued liquidation of the estate; the proposed sale is in the best interest of the estate and its creditors; and the applicable requirements of 11 U.S.C. § 363 have been satisfied; it is hereby

ORDERED, ADJUDGED, AND DECREED

1. that the Court has jurisdiction over the Sale Motion pursuant to 28 U.S.C. §§ 157 and 1334; this matter is a core proceeding under 28 U.S.C. § 157(b)(2)(A), (N), and (O); and the legal predicates for the relief sought in the Sale Motion are § 105 and 363 of the Code and Federal Rules of Bankruptcy Procedure 2002, 6004, and 9014; and it is hereby further

A true copy
Attest, Alexander Leddy, Clerk
by Geoffrey M. Parker
Deputy Clerk

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ORDERED, ADJUDGED, AND DECREED

2. that approval of the Sale Motion is in the best interest of Debtors, the estates, creditors, and other parties in interest and that the Sale Motion be, and it hereby is, GRANTED in all respects, that the proposed sale is hereby approved, authorized, and directed in all respects under § 363(b) of the Code, and that service of the Sale Motion, the proposed form of Order, the Notice of Response Date and Notice of Hearing, and the Trustee's Notice of Intended Sale of Intellectual Property constituted due and adequate notice to all parties in interest pursuant to the Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules and Orders of this Court. Notice and a reasonable opportunity to object and/or to be heard with respect to the Sale Motion were afforded to all interested parties. No further notice of the Sale Motion or the transactions contemplated by this Order is required; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

3. that the terms set forth in the Sale Motion, which are incorporated herein by reference, are hereby approved, that the Trustee is hereby authorized, empowered, and allowed to enter into, perform, consummate, and implement a purchase and sale agreement with respect to the Offer, or from a higher and/or better bidder, and all other necessary and related sale documents, instruments, and agreements, the terms and conditions of, and the transactions contemplated by the Sale Motion are hereby approved in all respects, and that any related agreements, documents or other instruments may be modified, amended or supplemented by the parties thereto in accordance with the terms thereof without further order of the Court, provided that any such modification, amendment or supplement is not material; and that approval of the Sale Motion is in the best interest of Debtors, the estates, their respective creditors, and other parties in interest in that the Investor Group's or other higher and/or better bidder's ("Purchaser") offer was: (i) negotiated, proposed, and entered into in good faith, from arms-length bargaining positions by the Trustee and Purchaser; (ii) the Trustee was free to deal with any other party interested in acquiring the estates' interest in the Property; and (iii) the consideration described in Purchaser's offer for the estates' respective interest in the Property is fair and reasonably equivalent value for the purchase of the estates' respective interest in the Property as contemplated by the Code; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

4. that all the transactions and actions contemplated by the Sale Motion, any related purchase and sale agreement, and this Order are properly authorized under §§ 105 and 363 of the Code, and Purchaser shall be entitled to all the benefits and protections provided to a good faith purchaser for value under § 363(m) of the Code as to the estates' respective interest in the Property in the event of a reversal or modification on appeal of this Order. Purchaser is acting, with respect to the transactions contemplated hereby, as a good faith purchaser for value, as that term is used in the Code, and is, accordingly, entitled to the protections set forth in § 363(m) of the Code if this Sale Order or any authorization contained herein is reversed or modified on appeal; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

5. that, pursuant to 11 U.S.C. §§ 105(a) and 363(f), the Property shall be transferred to Purchaser for \$7,500.00, or higher and/or better price, and upon consummation of the sale (the "Closing"), the Property shall be conveyed to Purchaser free and clear of all liens, claims, encumbrances, and interests of any kind or nature whatsoever. Any liens, claims, encumbrances, and interests shall attach to the proceeds of sale in the order of their priority, with the same validity, force, and effect which they now have as against the Property, subject to any claims and defenses the Trustee or Debtors may possess with respect thereto. The sale of the Property free and clear of all interests is appropriate because holders of interests, if any, have consented to the sale either because they explicitly consented to the sale, they did not object to the sale, or they withdrew their objections to the sale, in accordance with 11 U.S.C. § 363(f)(2). The holders of interests who did object are adequately protected by having their interests, if any, attach to the cash proceeds of the sale ultimately attributable to the property against or in which they claim an interest, as set forth below, and any such objections are hereby resolved by agreement; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

6. that, except as expressly permitted or otherwise specifically provided by this Order, all parties (including, without limitation, all debt security holders, equity security holders, governmental, tax, and regulatory authorities, lenders, trade and other creditors) holding claims against the Debtors (whether legal or equitable, secured or unsecured, matured or unmatured, contingent or non-contingent, senior or subordinated), arising in connection with, or in any way relating to, the Debtor's ownership or use of the Property before the Closing, or the transfer of the Property to Purchaser, are forever barred, estopped, and permanently enjoined from asserting such claims against Purchaser, its successors or assigns, or the Property; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

7. that if any person or entity that has filed or recorded financing statements or other documents or agreements evidencing liens on, or interests in, the Property (if any) shall not have delivered to the Trustee, prior to the Closing, in proper form for filing or recording and executed by the appropriate parties, termination statements, instruments of satisfaction, discharges or releases of all liens or mortgages or other interests which the person or entity has with respect to the Property, the Trustee is hereby authorized to execute and file such statements, instruments, discharges, releases and other documents on behalf of the person or entity with respect to the Property, and Purchaser is authorized to file, register, or otherwise record a certified copy of this sale Order, which, once filed, registered, or otherwise recorded, shall constitute conclusive evidence of the release of all interests, claims, encumbrances or liens in the Property; and it is hereby further

ORDERED, ADJUDGED, AND DECREED

8. that this Court shall retain jurisdiction over the parties to the sale with respect to any matters related to or arising under this Order, and it is hereby further

ORDERED, ADJUDGED, AND DECREED

9. that, notwithstanding Federal Rules of Bankruptcy Procedure 6004(g) and 6006(d), and for cause shown, this Order shall be final immediately upon entry, and shall not be stayed pursuant to Federal Rules of Bankruptcy Procedure 6004(g) or 6006(d). The provisions of this Order shall be effective immediately upon entry of this Order by the Court, pursuant to Federal Rules of Bankruptcy Procedure 6004(g), 6006(d), and 7062.

Dated: March 19, 2008

/s/ James B. Haines, Jr.
James B. Haines, Jr., Judge
United States Bankruptcy Court