

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Declaration of Allan W. Ballou on behalf of B.A. Ballou & Co., Incorporated to correct an error made in the security interest previously recorded at Reel/Frame 3863/0870

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
B.A. BALLOU & CO., INCORPORATED		12/23/2008	CORPORATION: RHODE ISLAND

**RECEIVING PARTY DATA**

<b>Name:</b>	TRU-KAY MANUFACTURING CO., INC.
<b>Street Address:</b>	Two Carol Drive
<b>City:</b>	Lincoln
<b>State/Country:</b>	RHODE ISLAND
<b>Postal Code:</b>	02865
<b>Entity Type:</b>	CORPORATION: RHODE ISLAND

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1684392	SMALL WONDERS

**CORRESPONDENCE DATA**

Fax Number: (703)467-9002  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 7034679001  
 Email: jbrowning@ashepc.com  
 Correspondent Name: Jill M. Browning  
 Address Line 1: 11440 Isaac Newton Sq. North  
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<b>ATTORNEY DOCKET NUMBER:</b>	1017-M002
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<b>NAME OF SUBMITTER:</b>	Jill M. Browning
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Signature:

/Jill M. Browning/

Date:

12/30/2008

**Total Attachments: 4**

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**DECLARATION OF ALLAN W. BALLOU  
ON BEHALF OF B.A. BALLOU & CO., INCORPORATED**

I, Allan W. Ballou, declare as follows:

1. I am a citizen of the United States of America and I reside in Rhode Island.
2. I am currently employed by B.A. Ballou & Co., Incorporated ("Ballou") as its President, and I am giving this testimony on behalf of Ballou, as an officer and agent thereof.
3. I understand that I am submitting this Declaration on behalf of Ballou in connection with a Trademark Assignment executed on behalf of Ballou by Curtis A. Ley as Chief Executive Officer of Ballou, on or about September 22, 2006, wherein Ballou assigned to Tru-Kay Manufacturing Co., Inc. ("Tru-Kay") all right, title and interest in and to the trademarks "SMALL WONDERS", U.S. Registration No. 1,684,392 and Pyramid with a "P", U.S. Registration Number 785,185, together with any and all goodwill symbolized by said trademarks and the business portion associated with the trademarks (hereinafter collectively "Trademarks"). A copy of the September 22, 2006 Trademark Assignment is attached hereto as Exhibit A.
4. Ballou has not, since the date of September 22, 2006, used the Trademarks in any way or assigned the Trademarks to any third party.
5. Ballou has not, since the date of September 22, 2006, encumbered the Trademarks or otherwise executed any agreements or entered into any arrangements which would interfere with Tru-Kay's enjoyment of said trademark.
6. While not encumbering the Trademarks, Ballou unintentionally and erroneously listed the trademark SMALL WONDERS, U.S. Registration No. 1,684,392 in Exhibit A of a Security Agreement executed by Ballou in favor of Bank of America on or about June 11, 2008 (hereinafter "June 11, 2008 Security Agreement").
7. Bank of America recorded the June 11, 2008 Security Agreement against the trademark SMALL WONDERS at Reel/Frame 3863/0870 in the assignment records  
Registration No. 1,684,392

Page 1 of 2

of the U.S. Patent and Trademark Office (USPTO), thereby erroneously causing the USPTO records to reflect a change in owner to Ballou and to erroneously indicate that Bank of America had a security interest in the trademark SMALL WONDERS.


8. Ballou acknowledges that it did not own the trademark SMALL WONDERS, U.S. Registration No. 1,684,392, as of June 11, 2008 and, thus, could not use it as collateral or otherwise encumber the trademark or grant a security interest in the trademark.

9. Upon learning of the error, Bank of America filed a corrective assignment, recorded, on November 24, 2008, at Reel/Frame 005892 /0488, within the assignment records at the USPTO, properly indicating that the trademark "SMALL WONDERS" Registration No. 1,684,392 was erroneously listed in the June 11, 2008 Security Agreement as collateral.

10. Bank of America and Ballou have now amended the June 11, 2008 Security Agreement to properly reflect that Ballou is no longer the owner of the trademark SMALL WONDERS and therefore excluding it as collateral.

11. I declare that all statements made herein of my own knowledge are true and that all statements made herein on information and belief are believed to be true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code.

23 DEC 08  
Date

  
Name: Allan W. Ballou  
Title: President  
On behalf of:  
B.A. BALLOU & CO.,  
INCORPORATED

Registration No. 1,684,392

Page 2 of 2

\*\* TOTAL PAGE.03 \*\*

# Exhibit A

## TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made as of September 22, 2006, between B.A. BALLOU & CO., INCORPORATED, a Rhode Island corporation with a place of business at 800 Waterman Avenue, East Providence, Rhode Island 02914 (the "Assignor") and TRU-KAY MANUFACTURING CO., INC., a Rhode Island corporation, with a place of business at Two Carol Drive, Lincoln, Rhode Island 02865, Warwick, RI 02886 (the "Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, and sets over to Assignee, the entire right, title, interest in and to the trademarks set forth in Schedule A, including the federal registrations therefor, the goodwill of the business symbolized by the Marks and the business portion associated therewith (the "Marks"). All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives

IN WITNESS WHEREOF, the Assignor, B.A. BALLOU & CO. INCORPORATED, has executed this assignment as of September 22, 2006.

ASSIGNOR

B.A. BALLOU & CO., INCORPORATED

By: 

Name: Curtis A. Ley

Title: Chief Executive Officer

**SCHEDULE A**

<b><u>Trademark</u></b>	<b><u>U.S. Registration Number</u></b>
SMALL WONDERS	1,684,392
Pyramid with a "P"	785,185

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