

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
Gotta Pea Holdings, Inc.	FORMERLY Gotta Pea, Inc.	05/20/2009	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Gotta Pea, LLC
Street Address:	4902 Carlisle Pike, PMB 411
City:	Mechanicsburg
State/Country:	PENNSYLVANIA
Postal Code:	17050
Entity Type:	LIMITED LIABILITY COMPANY: PENNSYLVANIA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	76684697	GOTTA PEA?
Serial Number:	76684469	GOTTA PEA?
Serial Number:	76693918	HAPPEA
Serial Number:	76693917	GRUMPEA
Serial Number:	76693916	SLEEPEA
Serial Number:	76693915	GOTTA PEA?
Serial Number:	76693914	SPLIT PEA
Serial Number:	76684470	GOTTA PEA?
Serial Number:	76684468	V.I. PEAS
Serial Number:	76684444	GOTTA PEA?
Serial Number:	76684467	CREEPEA'S

CORRESPONDENCE DATA

Fax Number: (717)233-0852
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900137526

**TRADEMARK
 REEL: 004013 FRAME: 0695**

OP \$290.00 76684697

Phone: 7172374973
Email: nicole.carter@bipc.com
Correspondent Name: Nicole Carter
Address Line 1: 213 Market Street, 3rd Floor
Address Line 4: Harrisburg, PENNSYLVANIA 17101

ATTORNEY DOCKET NUMBER:	N. CARTER
NAME OF SUBMITTER:	Nicole Carter
Signature:	/nicole carter/
Date:	06/30/2009
Total Attachments: 2 source=SDOC5744#page1.tif source=SDOC5744#page2.tif	

TRADEMARK ASSIGNMENT

THIS IS A TRADEMARK ASSIGNMENT having an effective date of May 20, 2009, between **GOTTA PEA HOLDINGS, INC.**, a Pennsylvania corporation ("Assignor"), and **GOTTA PEA, LLC**, a Pennsylvania limited liability company ("Assignee")

WHEREAS, Assignor is the owner of certain trademarks, trade dress and service marks used in connection with the business of creating, licensing, marketing and selling the "Gotta Pea" characters, including but not limited to common law rights in the marks and the registrations set forth in attached Schedule "A" (the "Trademarks");

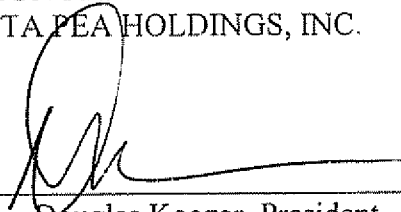
WHEREAS, Assignor desires to transfer and Assignee desires to accept all right, title and interest in and to the Trademarks, including the goodwill associated therewith, in connection with that certain Contribution and Assignment and Assumption Agreement entered into between parties on May 20, 2009, attached hereto as Exhibit "A";

NOW, THEREFORE, for consideration previously provided and hereby acknowledged, Assignor hereby transfers to Assignee all right, title and interest in and to the Trademarks and the goodwill associated therewith and further including the right to sue for and recover for past damages.

IN WITNESS WHEREOF, the Assignor hereto has caused this Trademark Assignment to be duly executed on the day and year first above written.

ASSIGNOR:
GOTTA PEA HOLDINGS, INC.

By: _____


Douglas Koozer, President

SCHEDULE "A"

Trademarks

Serial Number	Reg. Number	Word Mark
76684468	3562903	V.I. PEAS
76684444	3562902	GOTTA PEA?
76684697		GOTTA PEA?
76684469	353788	GOTTA PEA?
76693918		HAPPEA
76693917		GRUMPEA
76693916		SLEEPEA
76693915		GOTTA PEA?
76693914		SPLIT PEA
76684470	3486843	GOTTA PEA?
76684467	3486842	CREEPEA'S SWEETPEA PUPPEA CHICK PEA PEA BRAIN