

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
HHS Limited Partnership		11/30/2012	LIMITED PARTNERSHIP: ILLINOIS
RECEIVING PARTY DATA			
Name:	HHS IP, LLC		
Street Address:	431 East South Street		
City:	Plano		
State/Country:	ILLINOIS		
Postal Code:	60545		
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1480806	CABOODLES OF CALIFORNIA	
Registration Number:	1480807	CABOODLES	
Registration Number:	1483451	CABOODLES OF CALIFORNIA	
Registration Number:	2670941	C	
CORRESPONDENCE DATA			
Fax Number:	3129206596		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312.750.8937		
Email:	cverstrate@mcguirewoods.com		
Correspondent Name:	Christopher J. Verstrate, McGuireWoods		
Address Line 1:	77 West Wacker Drive		
Address Line 2:	Suite 4100		
Address Line 4:	Chicago, ILLINOIS 60601-1818		
NAME OF SUBMITTER:	Christopher J. Verstrate		

OP \$115.00 1480806

Signature:	/cjl/
Date:	12/04/2012
Total Attachments: 2 source=HHS IP#page1.tif source=HHS IP#page2.tif	

ASSIGNMENT

WHEREAS, HHS Limited Partnership, an Illinois limited partnership, 431 East South Street, Plano, Illinois 60545, has registered the trademarks listed on Exhibit A, attached hereto; and

WHEREAS, HHS IP, LLC, an Illinois limited liability company, 431 South Street, Plano, Illinois 60545, has acquired said trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, HHS Limited Partnership does hereby assign unto HHS IP, LLC all rights, title and interest in and to said trademarks, together with the goodwill of the business symbolized by the trademarks.

HHS Limited Partnership

By: PHH, LLC, an Illinois limited liability company,
Its: General Partner

By: Peter H. Henning
Peter H. Henning
Its: Manager

STATE OF CALIFORNIA)
) SS.
COUNTY OF MONTEREY)

I, DANIEL B. KOSTIW, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT Peter H. Henning, personally known to me to be the Manager of PHH, LLC, an Illinois limited liability company, as General Partner of HHS IP LIMITED PARTNERSHIP, an Illinois limited partnership, as aforesaid and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Manager of PHH, LLC, he signed and delivered the said instrument pursuant to proper authority duly given by PHH, LLC's operating agreement and the Illinois Limited Liability Company Act as his free and voluntary act and as the free and voluntary act and deed of PHH, LLC, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 30th day of NOVEMBER, 2012.

Notary Public [Signature]

My Commission expires: SEPT. 18, 2013

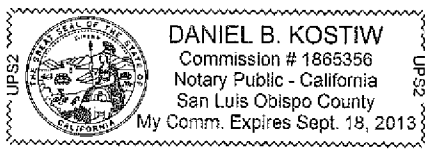




EXHIBIT A
Trademarks

Country	Trademark	Reg. No.	Reg. Date	Status
UNITED STATES	CABOODLES OF CALIFORNIA	1,480,806	3/15/1988	REGISTERED
UNITED STATES	CABOODLES	1,480,807	3/15/1988	REGISTERED
UNITED STATES		1,483,451	4/5/1988	REGISTERED
UNITED STATES		2,670,941	1/7/2003	REGISTERED
CANADA	CABOODLES	TMA359008	7/28/1989	REGISTERED
CANADA	CABOODLES	516,767	9/22/1999	REGISTERED
CANADA	CABOODLES OF CALIFORNIA	363,335	11/10/1989	REGISTERED
EUROPEAN UNION	CABOODLES	001238328	7/21/2000	REGISTERED
JAPAN	CABOODLES	2,510,835	2/26/1993	REGISTERED
UNITED KINGDOM	CABOODLES	1,344,231	12/1/1989	REGISTERED