

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the entity type of the conveying party from an Illinois Limited Partnership to a Nevada Limited Partnership previously recorded on Reel 004911 Frame 0944. Assignor(s) hereby confirms the assignment of all rights, title and interest in and to the said trademarks [listed on Exhibit A to the Assignment].

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HHS Limited Partnership		12/07/2012	LIMITED PARTNERSHIP: NEVADA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	HHS IP, LLC
<b>Street Address:</b>	431 Easst South Street
<b>City:</b>	Plano
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60545
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ILLINOIS

<b>PROPERTY NUMBERS Total: 4</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1480806	CABOODLES OF CALIFORNIA
Registration Number:	1480807	CABOODLES
Registration Number:	1483451	CABOODLES OF CALIFORNIA
Registration Number:	2670941	C

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	3129206596
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
<b>Phone:</b>	312.750.8937
<b>Email:</b>	cverstrate@mcguirewoods.com
<b>Correspondent Name:</b>	Christopher J. Verstrate, McGuireWoods
<b>Address Line 1:</b>	77 West Wacker Drive

OP \$115.00 1480806

Address Line 2: Suite 4100  
Address Line 4: Chicago, ILLINOIS 60601-1818

NAME OF SUBMITTER:	Christopher J. Verstrate
Signature:	/c/v/
Date:	12/11/2012

**Total Attachments: 6**

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source=CORRECTED\_HHS Limited Partnership to HHS IP Assignment#page2.tif



## Electronic Trademark Assignment System

## Confirmation Receipt

Your assignment has been received by the USPTO.  
The coversheet of the assignment is displayed below:

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HHS Limited Partnership		11/30/2012	LIMITED PARTNERSHIP: ILLINOIS

**RECEIVING PARTY DATA**

<b>Name:</b>	HHS IP, LLC
<b>Street Address:</b>	431 East South Street
<b>City:</b>	Plano
<b>State/ Country:</b>	ILLINOIS
<b>Postal Code:</b>	60545
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ILLINOIS

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
<b>Registration Number:</b>	1480806	CABOODLES OF CALIFORNIA
<b>Registration Number:</b>	1480807	CABOODLES

**TRADEMARK****REEL: 004917 FRAME: 0227**

<b>Registration Number:</b>	1483451	CABOODLES OF CALIFORNIA
<b>Registration Number:</b>	2670941	C
<b>CORRESPONDENCE DATA</b>		
<b>Fax Number:</b>	3129206596	
<b>Phone:</b>	312.750.8937	
<b>Email:</b>	cverstrate@mcguirewoods.com	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Correspondent Name:</b>	Christopher J. Verstrate, McGuireWoods	
<b>Address Line 1:</b>	77 West Wacker Drive	
<b>Address Line 2:</b>	Suite 4100	
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601-1818	
<b>NAME OF SUBMITTER:</b>	Christopher J. Verstrate	
<b>Signature:</b>	/c/v/	
<b>Date:</b>	12/04/2012	
<b>Total Attachments: 2</b> source= HHS IP# page1.tif source= HHS IP# page2.tif		
<b>RECEIPT INFORMATION</b>		
<b>ETAS ID:</b>	TM252849	
<b>Receipt Date:</b>	12/04/2012	
<b>Fee Amount:</b>	\$115	

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ASSIGNMENT

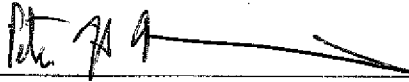
WHEREAS, HHS Limited Partnership, an Illinois limited partnership, 431 East South Street, Plano, Illinois 60545, has registered the trademarks listed on Exhibit A, attached hereto; and

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  
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 30<sup>th</sup> day of NOVEMBER, 2012.

Notary Public 

My Commission expires: SEPT. 18, 2013

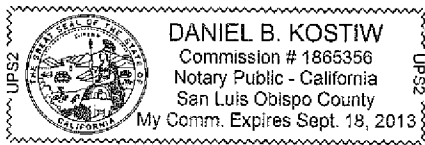




EXHIBIT A  
Trademarks

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

ASSIGNMENT


WHEREAS, HHS Limited Partnership, a Nevada limited partnership, with an office located at 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, with an office located at 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  
Its: Manager

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF MONTEREY )

I, ~~SCOTT MASAICHI TAMANAHA~~, 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 LIMITED PARTNERSHIP, a Nevada 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.


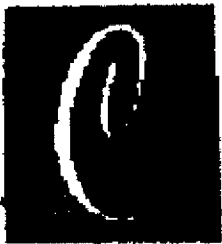
GIVEN under my hand and notarial seal this 7<sup>th</sup> day of DECEMBER, 2012.

Notary Public

  
My Commission expires: 11 JUNE 2015



EXHIBIT A  
Trademarks

Country	Trademark	Reg. No.	Reg. Date	Status
UNITED STATES	CABOODLES OF CALIFORNIA	1,480,806	3/15/1988	REGISTERED
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