

07-10-2001

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Spunky Productions, Inc. [checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (Delaware), Other] Additional name(s) of conveying party(ies) attached? [checkboxes] Yes [checkbox] No

2. Name and address of receiving party(ies) Name: Universal Enterprises, Inc. Internal Address: Street Address: 3175 Park Avenue West City: Mansfield State: OH Zip: 44906 [checkboxes for citizenship, Association, General Partnership, Limited Partnership, Corporation-State Ohio, Other] If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkboxes] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [checkboxes] Yes [checkbox] No

3. Nature of conveyance: [checkboxes] Assignment [checkbox] Merger [checkbox] Security Agreement [checkbox] Change of Name [checkbox] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,113,769 and 2,395,738 Additional number(s) attached [checkboxes] Yes [checkbox] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: David B. Deioma, Esq. Internal Address: Street Address: Pearne & Gordon LLP 526 Superior Ave. E., Suite 1200 City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 7. Total fee (37 CFR 3.41) \$ 80 [checkboxes] Enclosed [checkbox] Authorized to be charged to deposit account 8. Deposit account number: 160820, Order No. 33615, 33616 (Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. David B. Deioma Signature Date: June 28, 2001 Total number of pages including cover sheet, attachments, and document: 4

07/09/2001 DBYRNE 00000115 2113769 40.00 25.00

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Refund Ref: DBYRNE 07/09/2001 CHECK Refund Total: 15.00

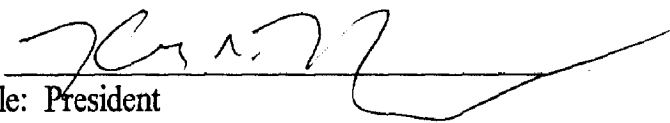
ASSIGNMENT  
(U.S. and Foreign Trademarks)

WHEREAS, Spunky Productions, Inc., a Delaware Corporation organized and existing under the laws of the State of Delaware, with an address of 2443 Fillmore St. #332, San Francisco, California 94115, (herein collectively referred to as the "assignor"), have each adopted and are each using one or more of the Marks set forth in SCHEDULE C attached hereof which they used in various countries throughout the world including the United States; and


WHEREAS, Universal Enterprises, Inc., an Ohio Corporation existing under the laws of the State of Ohio, with an address of 3175 Park Ave. West, Mansfield, Ohio 44906 (herein referred to as the "assignee"), desires to acquire the Marks and goodwill of the business associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the assignor does hereby assign and transfer to the assignee the entire right, title and interest in and to the registrations for said Marks and all to its right, title and interest to said Marks not presently registered set forth in SCHEDULE C hereof, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which assignor has enjoyed hereunder both in United States and throughout all countries of the world, including any and all rights of recovery based on past infringement of said Marks and/or registrations, the same to be held and enjoyed by the assignee, its successors and assigns, forever and to the full end of the terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof.

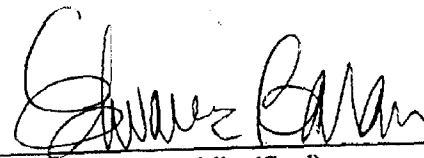
Assignor: Spunky Productions, Inc.

By   
Title: President

Assignee: Universal Enterprises, Inc.

By   
Title: President

On this 8<sup>th</sup> day of May, 2001 personally appeared before me, KARL KRONENBERGER, to me known, and known to me to be the person who signed the foregoing instrument and declared he grants the document for the uses and purposed therein expressed.

  
Notary Public (Seal)  
My Commission Expires:

EDWARD C. BARAN, Attorney  
NOTARY PUBLIC - STATE OF OHIO  
My commission has no expiration date.  
Section 147.03 R.C.

SCHEDULE C

REGISTRATIONS, APPLICATIONS AND COMMON LAW MARKS

MARK: Claus.com and SpunkyTown.com

Reg'n Number	Date Reg'd	Country
2,113,769	Nov. 18, 1997	US
2,395,738	Oct. 17, 2000	US