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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):

3-8-02

Shoot the Moon Products, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - State
- Other _____

Add'l name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Shoot the Moon Products II, LLC

Internal Address: Suite 106

Street Address: 3825 Hopyard Road

City: Pleasanton State: CA ZIP: 94558

Individual(s) citizenship _____

Limited Partnership _____

Corporation - State _____

Other: Limited Liability C



03-08-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

Execution Date: February 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,960,652

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: William E. Alford

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-2666

DO NOT USE THIS SPACE

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.

William E. Alford

Name of Person Signing

Signature

March 5, 2002

Date

Total number of pages including cover sheet, attachments, and document: 2

03/28/2002 DBYRNE 00000216 1960652

40.00 DP

01 FC:481

ASSIGNMENT

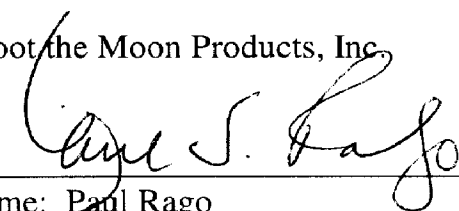
WHEREAS, Shoot the Moon Products, Inc., a subchapter S corporation organized and existing under the laws of the State of California, having a principal place of business at 3825 Hopyard Road, Suite 106, Pleasanton, CA 94588 (hereinafter "Assignor"), is the owner of the trademark PUPPY PUPPY PUPPIES for stuffed animals and the registration therefor, namely U.S. Registration Number 1,960,652 having a registration date of March 5, 1996;

AND, WHEREAS, Shoot The Moon Products II, LLC, a limited liability company organized under the laws of the State of California, having a principal place of business at 3825 Hopyard Road, Suite 106, Pleasanton, CA 94558 (hereinafter "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the trademark PUPPY PUPPY PUPPIES together with the goodwill of the business pertaining thereto, and the Assignor is willing to assign the PUPPY PUPPY PUPPIES trademark and associated goodwill and the noted registration to Assignee.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which Assignor hereby acknowledges, Assignor does hereby sell, assign and transfer unto the Assignee, its entire right, title and interest in and to the aforesaid trademark, together with the goodwill of the business pertaining thereto and the registration therefor.

IN WITNESS WHEREOF, Assignor has executed this assignment on the date indicated below next to the signature of an officer thereof.

Date: 2/28/02

Shoot the Moon Products, Inc
By: 
Name: Paul Rago
Title: Chief Financial Officer

Attorney Ref. No.: 078781.T010
Registration No.: 1,960,652

RWB/WEA/sm