

06-28-2002

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**TRADEMARK RECORD
COVER SHEET**



Set No.: F380.14-0001

102139191

To the Commissioner for Patents: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

- (1) Artemis Licensing
- (2)
- (3)

6-10-02

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Curtis Holdings, LLC

Internal Address: _____

Street Address: 19230 Evans Street

City: Elk River, State: MN ZIP 55330

3. Nature of Conveyance:

- Assignment Merger Security Agreement
- Change of Name Other _____

Execution Date: May 30, 2002

Additional name(s) & address(es) attached? Yes No

4A. Application No.(s)

2137932

If this document is being filed together with a new application, the execution date(s) of the application is: _____

Additional numbers attached? Yes No

4B. Trademark No.(s)

Additional numbers attached? Yes No

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

Name: Michael J. Pape
 Street Address: Kinney & Lange, P.A.,
312 South Third Street
 City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and patents involved:

7. Total fee (37 C.F.R. 3.41):.....\$ 40.00



DO NOT USE THIS SPACE

06-10-2002

U.S. Patent & TMO/TM Mail-Rep-Dr. #70

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.

 Michael J. Pape

June 7, 2002

 Date

Total number of pages including cover sheet, attachments and document: [5]

06/27/2002 DBYRNE 00000275 2137932

01 FC:481

40.00 DP

TRADEMARK RECORDATION FORM COVER SHEET ATTACHMENT

4B. Trademark No. (s)

Fed. Reg. No. 2,137,932

Fed. Reg. No. 2,189,162

Fed. Reg. No. 2,190,714

Fed. Reg. No. 2,202,708

Fed. Reg. No. 2,361,034

Fed. Reg. No. 2,484,098

ASSIGNMENT OF TRADEMARKS

WHEREAS, ARTEMIS LICENSING, a corporation organized and existing under the laws of California, having a place of business in Cypress, California ("Assignor"), is the owner of the trademarks listed in Schedule A attached hereto (the "Marks") in connection with the goods recited therein and is the owner of the corresponding U.S. and foreign trademark registrations or trademark applications listed in said Schedule A; and

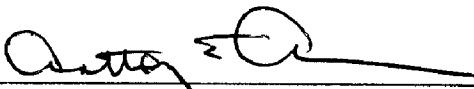
WHEREAS, Curtis Holdings, LLC, a limited liability company organized and existing under the laws of the State of Minnesota, having a place of business in Elk River, Minnesota ("Assignee"), desires to acquire the Marks and the registrations and registration applications thereof;

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by the Marks and the registration therefor, together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

After the date hereof, Assignor will execute and deliver from time to time at the request of Assignee all such further instruments as, in the reasonable opinion of Assignee's counsel, may be required in order to vest in Assignee full and complete title to and the right to use the Marks.

IN WITNESS WHEREOF, this Assignment is effective as of the 30th day of May, 2002.

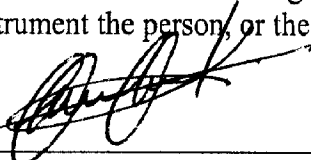
ARTEMIS LICENSING,
a California corporation

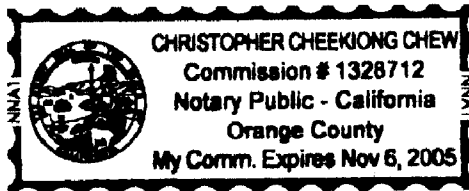
By: 
Anthony E. Armand, Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On May 30, 2002, before me, CHRISTOPHER CHEUKIONG CHEW, a Notary Public in and for said State, personally appeared ANTHONY E. ARMAND, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the same.

WITNESS my hand and official seal.


Notary Public in and for said
County and State



SCHEDULE A (to Assignment of Trademarks)**MARKS**

MARK	COUNTRY	STATUS	DATE
SOAP	Argentina	Ser. No. 2191792	Filed 12/10/98
SOAP	Argentina	Reg. No. 1800202	Registered 7/27/01
SOAP	Australia	Reg. No. 763601	Registered 11/15/99
UHF	Australia	Reg. No. 780682	Registered 9/17/99
SOAP	Benelux	Reg. No. 641791	Registered 7/5/99
SOAP (logo)	Brazil	Ser. No. 821581090	Filed 4/28/99
SOAP	Chile	Reg. No. 552899	Registered 11/12/99
UHF	Chile	Reg. No. 552898	Registered 11/12/99
SOAP	China	Ser. No. 9800063827	Filed 6/12/98
UHF	China	Ser. No. 9800013518	Filed 2/20/98
UHF	European Union (CTM)	Reg. No. 703207	Registered 7/5/99
SOAP	Hong Kong	Reg. No. 13975/1999	Registered 12/23/98
UHF	Hong Kong	Reg. No. B5799/2000	Registered 12/23/98
SOAP	Indonesia	Ser. No. D9727301	Filed 12/15/97
UHF	Indonesia	Ser. No. D9727302	Filed 12/15/97
SOAP	Israel	Reg. No. 129257	Registered 7/19/99
UHF	Israel	Ser. No. 129258	Filed 7/19/99
UHF	Japan	Reg. No. 4238990	Registered 2/12/99
SOAP	Lebanon	Reg. No. 78881	Registered 2/18/99
UHF	Lebanon	Reg. No. 78882	Registered 2/18/99
SOAP	Mexico	Reg. No. 647305	Registered 3/27/00
UHF	Mexico	Reg. No. 647304	Registered 3/27/00
SOAP	New Zealand	Reg. No. 292928	Registered 5/28/98
UHF	New Zealand	Reg. No. B302446	Registered 12/9/98
SOAP	Oman	Ser. No. 19233	Filed 12/15/98
UHF	Oman	Ser. No. 19234	Filed 12/15/98
SOAP	Panama	Ser. No. 104002	Filed 11/25/99
UHF	Panama	Ser. No. 104001	Filed 11/25/99
SOAP	Qatar	Ser. No. 19860	Filed 12/24/98
UHF	Qatar	Ser. No. 19859	Filed 12/24/98

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MARK	COUNTRY	STATUS	DATE
SOAP	Singapore	Ser. No. 15188/97	Filed 12/13/97
UHF	Singapore	Ser. No. 15189/97	Filed 12/13/97
SOAP	South Africa	Ser. No. 09822692	Filed 12/21/98
UHF	South Africa	Ser. No. 09823113	Filed 12/21/98
SOAP	South Korea	Reg. No. 431629	Registered 11/30/98
SOAP	South Korea	Reg. No. 450462	Registered 7/5/99
UHF	South Korea	Reg. No. 429277	Registered 11/12/98
UHF	South Korea	Reg. No. 450463	Registered 7/5/99
SOAP	Taiwan	Reg. No. 889924	Registered 4/16/00
UHF	Taiwan	Reg. No. 840814	Registered 2/16/99
SOAP	Thailand	Reg. No. 93469	Registered 9/18/98
UHF (logo)	Thailand	Ser. No. 381480	Filed 2/24/99
SOAP	United Arab Emirates	Ser. No. 030813	Filed 4/12/99
UHF	United Arab Emirates	Ser. No. 030814	Filed 4/12/99
O (Stylized)	U.S.	Fed. Reg. No. 2,484,098	Registered 9/4/01
SHOES FOR THE DAILY GRIND	U.S.	Fed. Reg. No. 2,137,932	Registered 2/17/98
SOAP	U.S.	Fed. Reg. No. 2,190,714	Registered 9/22/98
SOAP	U.S.	Fed. Reg. No. 2,361,034	Registered 6/27/00
UHF	U.S.	Fed. Reg. No. 2,189,162	Registered 9/15/98
UHF (logo)	U.S.	Fed. Reg. No. 2,202,708	Registered 11/10/98
SOAP	Uruguay	Reg. No. 310341	Registered 10/4/99
UHF	Uruguay	Reg. No. 310340	Registered 10/4/99
SOAP	Vietnam	Ser. No. N980598	Filed 3/6/98
UHF	Vietnam	Ser. No. N980599	Filed 3/6/98

Schedule A – Page 2 of 2