

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kenneth Harper		05/13/2004	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA	
Name:	Smile Now Cry Later Inc.
Street Address:	2499 Kapiolani Blvd. Ste. 3008
City:	Honolulu
State/Country:	HAWAII
Postal Code:	96826
Entity Type:	CORPORATION: HAWAII

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2471995	SMILE NOW CRY LATER S.N.C.L.

CORRESPONDENCE DATA	
Fax Number:	(808)523-8899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	808-523-8894
Email:	sethreiss@lawhi.com
Correspondent Name:	Seth M. Reiss
Address Line 1:	1001 Bishop St., Ste. 2300 Pauahi Tower
Address Line 4:	Honolulu, HAWAII 96813

NAME OF SUBMITTER:	Seth M. Reiss
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Total Attachments: 1 source=Assignment of Trademark (3)5#page1.tif
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OP \$40.00 2471995

**ASSIGNMENT OF TRADEMARK AND RELATED RIGHTS**

Assignment made and effective this 13 day of May 2004, by Kenneth Harper ("Assignor"), an individual citizen and resident of Honolulu, Hawaii, in favor of Smile Now Cry Later Inc., a Hawaii corporation having the mailing address 2499 Kapiolani Boulevard, Suite 3008 Honolulu, Hawaii 96826 ("Assignee");

WHEREAS, Assignor has adopted and is using the mark SMILE NOW CRY LATER S.N.C.L. & Masks Design (the "SNCL & Design Mark"), and non-material variations thereof, for clothing, backpacks, related items and accessories;

WHEREAS, Assignor filed trademark application Serial No. 75-581,413 with the United States Patent and Trademark Office resulting in the issuance of Registration No. 2,471,995 on July 24, 2001 for the SNCL & Design Mark in international classes 18 and 25 (the "SNCL Registration");

WHEREAS, Assignee is a corporation owned and managed by Assignor;

WHEREAS, Assignor desires to assign all his rights in and to the SNCL & Design Mark, including all non-material variations thereof and all rights in and to the SNCL Registration, to Assignee, together with all of the goodwill associated therewith and all causes of action for infringement of rights pertaining thereto;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all Assignor's rights, title and interest in and to the SNCL & Design Mark, and all non-material variations thereof, including, without limitation:

- (1) all Assignor's goodwill associated therewith,
- (2) United States Trademark Registration No. 2,471,995 issued July 24, 2001 for the mark SMILE NOW CRY LATER S.N.C.L. & Masks Design in International Classes 18 and 25; and
- (3) Any and all causes of action for infringement of and/or misappropriation of and/or unfair competition concerning the same, past, present, and future, and all of the proceeds from the foregoing accrued and unpaid and hereafter accrued.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be executed by its duly authorized representative as of the date first above written.

Assignor:

DATED: 5/13/04

Kenneth Harper  
KENNETH HARPER