

Form PTO-1594
(Rev. 03/01)

RECORDATION FORM COVER SHEET

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

OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 Name: AXIA Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- Delaware
 Other

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

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

Internal Address: _____
 Street Address: 9501 Granger Road
 City: Cleveland State: Ohio Zip: 44125

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: _____
 Other: Limited Liability Company - Delaware

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Assignment of Security Agreement

Execution Date: April 1, 2005

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s): 930,389

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Susan Freedman, Esq.
 Internal Address: Nixon Peabody LLP
 Street Address: 401 9th Street, N.W., Suite 900
 City: Washington State: DC Zip: 20004

6. Total number of applications and registrations involved:


7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 19-2380
 Authorized User Name: Nixon Peabody LLP

(Attach duplicate copy of this page if paying by deposit account)

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 document is a true copy of the original document.

Susan Freedman  April 15, 2005
 Name of Person Signing Signature Date

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

CH \$40.00 192380 0930389

ASSIGNMENT

AXIA Incorporated, a Delaware corporation with its principal place of business at 810 Travis Street, Suite 1400, Houston, Texas 77002 ("Assignor"), is the owner of the U.S. trademark registrations and applications set forth on Exhibit A (the "Trademarks").

Nestaway LLC, a Delaware limited liability company with its principal place of business at 9501 Granger Road, Cleveland, Ohio 44125 ("Assignee"), wishes to acquire the Trademarks.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks and the right to sue and recover for past infringements, dilution, and other violations.

AXIA INCORPORATED

By: 

Name: Jeffrey Gwinnell

Title: President

Date: April 1, 2005

EXHIBIT A

MARK

REG. NO.

REG. DATE

NESTAWAY AND DESIGN

930,389

03/07/1972