

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ms. Rachael Ray		08/22/2007	INDIVIDUAL:

RECEIVING PARTY DATA	
Name:	Ray Marks Co. LLC
Street Address:	375 Greenwich St.
Internal Address:	c/o Watch Entertainment, Inc.
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	78945511	BAR RR
Serial Number:	78431320	BOO FOOD
Serial Number:	78734364	EVERY DAY WITH RACHAEL RAY
Serial Number:	78914625	EVERY DAY WITH RACHAEL RAY
Serial Number:	78774097	GARBAGE BOWL
Serial Number:	78672275	GOT EVOO?
Serial Number:	78451614	MIXER TWISTER
Serial Number:	78367433	PASSPORT MEALS
Serial Number:	78924703	RACHAEL RAY
Serial Number:	78451613	SERVING PAISLEY
Serial Number:	78926974	RACHAEL RAY
Serial Number:	78364551	RACHAEL RAY
Serial Number:	78926988	RACHAEL RAY

OP \$890.00 78945511

Serial Number:	78927092	RACHAEL RAY
Serial Number:	78927097	RACHAEL RAY
Serial Number:	78927083	RACHAEL RAY
Serial Number:	78927077	RACHAEL RAY
Serial Number:	78927085	RACHAEL RAY
Serial Number:	78977591	RACHAEL RAY 30 MINUTE MEALS
Serial Number:	78364556	RACHAEL RAY 30 MINUTE MEALS
Serial Number:	78364553	RACHAEL RAY HIPSTERS
Serial Number:	78366218	RACHAEL RAY RETRO METRO
Serial Number:	78672273	RACHAEL RAY'S EVOO
Serial Number:	78924775	RR RACHAEL RAY
Serial Number:	78896202	RACHAEL RAY YUM-O
Serial Number:	78672276	YUM-O!
Serial Number:	78945490	YUM-O
Serial Number:	77165564	YUM-O
Serial Number:	77165596	YUM-O
Serial Number:	77165635	YUM-O
Serial Number:	77165704	YUM-O
Serial Number:	77161900	YUM-O!
Serial Number:	77161948	YUM-O!
Serial Number:	77161963	YUM-O!
Serial Number:	77125533	STOUP

CORRESPONDENCE DATA

Fax Number: (212)754-0330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 907-7300
Email: rsilverman@golenbock.com
Correspondent Name: Robin E. Silverman
Address Line 1: 437 Madison Avenue
Address Line 2: Golenbock Eiseman Assor Bell & Peskoe
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Robin E. Silverman
Signature:	/Robin E. Silverman/
Date:	08/29/2007

Total Attachments: 11

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ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES

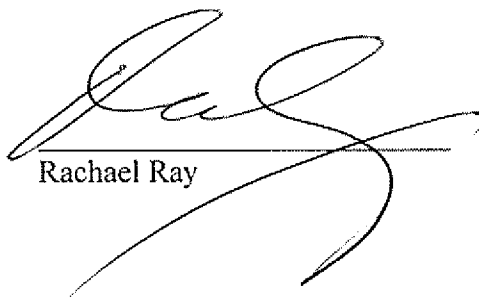
Rachael Ray, a New York resident, whose address is c/o Watch Entertainment, Inc., 375 Greenwich St., New York, N.Y. 10013 ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, by these presents does hereby irrevocably assign, transfer and convey, free from all restrictions and limitations, unto Ray Marks Co. LLC, a New York limited liability company ("Assignee"), its successors and assigns, all right, title and interest, in perpetuity, throughout the universe in and to all of the trademarks, service marks and trade names set forth on the attached Schedule A, together with all goodwill attendant thereto and/or symbolized by such trademarks, service marks and trade names, developed by or for, or used by or in connection with the business thereto, in which Assignor possesses any rights and/or ownership interests, together with any and all renewals and extensions thereof, along with any and all claims for past infringement, and the right to initiate suit and obtain damages and other forms of relief, both legal and equitable, arising from infringement, misappropriation or other violation whether prior to or subsequent to the date hereof, of any of such trademarks, service marks and trade names, or of any proprietary or other rights in any or all such trademarks, service marks and trade names (the "Trademarks"),

TO HAVE AND TO HOLD the aforementioned properties, assets and rights unto Assignee, its successors and assigns, to and for its use forever. This Assignment of Trademarks, Servicemarks and Trade Names is effective as of August 22, 2007.

Assignor shall promptly, upon the request of Assignee, prepare and execute such other documents and/or instruments of assignment, transfer and conveyance as Assignee may reasonably request to permit Assignee to record the assignment made by this instrument or any other documents Assignee may reasonably deem necessary or advisable to effectuate the terms and intent of this Assignment. Without limiting the foregoing, Assignor hereby irrevocably appoints Assignee and each of Assignee's officers signing singly as attorney-in-fact with full power (and coupled with an interest), with full power of substitution, to be Assignor's true and lawful attorney, in Assignor's name, place and stead, to execute, acknowledge, swear to and file all documents (including but not limited to any instrument of assignment, transfer and/or conveyance) and to take all actions which Assignee deems necessary, appropriate or desirable to effectuate the parties' intent under this Assignment.

[SIGNATURES ON FOLLOWING PAGES]

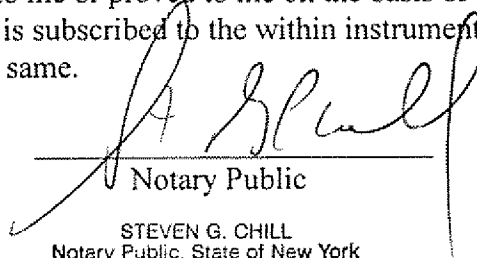
IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed as of August 22nd, 2007.


Rachael Ray

A C K N O W L E D G E M E N T

State of New York)
County of New York) ss:
)

On the 22nd day of August in the year 2007 before me, the undersigned, personally appeared Rachael Ray, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same.


Notary Public

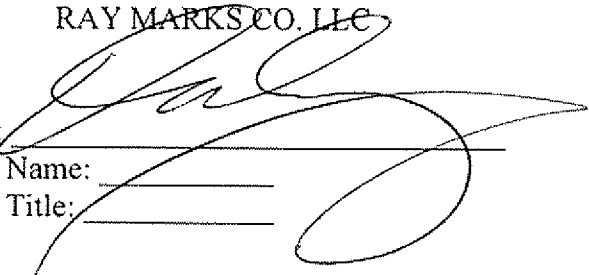
STEVEN G. CHILL
Notary Public, State of New York
No. 60-4771731
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires May 31, 2010

RAY MARKS CO. LLC

By: _____

Name: _____

Title: _____



A C K N O W L E D G E M E N T

State of New York)

County of New York) ss:

On the 22nd day of Aug in the year 2007, before me, the undersigned, personally appeared Richard Kay personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her official capacity, and that by ~~his~~/her signature on the instrument, the person or entity upon behalf of which the individual acted, executed the instrument.

Steven G. Chill
Notary Public

STEVEN G. CHILL
Notary Public, State of New York
No. 60-4771731
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires May 31, 2010

Exhibit A

<u>TRADEMARK</u>	<u>APPLICATION DATE</u>	<u>APPLICATION NUMBER</u>	<u>REG. DATE</u>	<u>REG. NUMBER</u>	<u>STATUS</u>	<u>CLASS</u>	<u>GOODS/SERVICES</u>
BAR RR	8/4/06	78/945511			Pending (to be Published for Opposition 8/21/07)	43	Restaurant services
BOO FOOD	6/7/04	78/431320			Notice of Allowance Issued 12/19/06	31	Pet food
EVERY DAY WITH RACHAEL RAY	10/17/05	78/734364	9/12/06	3,143,630	Registered	16	Magazine related to cooking, food and entertaining
EVERY DAY WITH RACHAEL RAY	6/22/06	78/914625			Pending (to be Published for Opposition 8/14/07)	16	Magazine related to cooking, food and entertaining
GARBAGE BOWL	12/15/06	78/774097			Notice of Allowance Issued 6/12/07	21	Kitchenware, namely bowls
GOT EVOO?	7/18/05	78/672275			Notice of Allowance Issued 7/4/06	25	Clothing, namely, shirts, T-shirts, sweaters, jackets, shorts, pants, skirts, aprons, socks, pajamas, robes, underwear, hats, caps and visors, shoes

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MIXER TWISTER	7/15/04	78/451614			Notice of Allowance Issued 9/6/05	21	Bar Trays
PASSPORT MEALS	2/12/04	78/367433			Notice of Allowance Issued 2/1/05	9 16	Refrigerator magnets Calendars
RACHAEL RAY	7/7/06	78/924703			Notice of Allowance Issued 4/3/07	41	Entertainment services, in the nature of an ongoing talk, lifestyle and variety show to be distributed via television, cable television, satellite systems, wireless communication devices and global communication network, providing information
SERVING PAISLEY	7/15/04	78/451613			Notice of Allowance Issued 9/20/05	21	Serving Platters

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RACHAEL RAY	7/11/06	78/926974	3/27/07	3223104	Registered	7	Small electric kitchen appliances, namely food processors, and electric blenders
						11	Small electric kitchen appliances, namely toaster ovens, popcorn makers and microwave ovens
						21	Cookware, namely pots, pans, pot lids, pot and pan covers and skillets
RACHAEL RAY	2/9/04	78/364551			Notice of Allowance Issued 3/29/05	8	Flatware, namely, forks, knives and spoons
						21	Bowls, plates, drinking glasses, garbage cans
						24	Towels, table linens
RACHAEL RAY	7/11/06	78/926988			Publication Pending (as of 5/20/07)	41	Providing online information in the fields of cooking, food, entertaining and related fields

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RACHAEL RAY & DESIGN 1B	7/11/06	78/927092			Pending (approved for Publication 5/20/07)	21	Bowls, plates, drinking glasses, garbage cans
RACHAEL RAY & DESIGN	7/11/06	78/927097			Pending (approved for Publication 5/20/07)	8	Flatware, namely forks, knives and spoons
RACHAEL RAY & DESIGN	7/11/06	78/927083			Pending (approved for Publication 5/20/07)	9	Prerecorded DVDs, CD, videocassettes, audio cassettes featuring cooking instructions
RACHAEL RAY & DESIGN	7/11/06	78/927077			Pending (approved for Publication 5/20/07)	41	Providing online information in the fields of cooking, food and entertaining
RACHAEL RAY & DESIGN	7/11/06	78/927085			Pending (approved for Publication 5/20/07)	24	Towels and table linens
RACHAEL RAY 30 MINUTE MEALS	2/9/04	78/977591	7/10/07	3263247	Registered	16	Series of books featuring recipes and cooking instructions

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RACHAEL RAY 30 MINUTE MEALS	2/9/04	78/364556			Notice of Allowance issued 7/19/05	9	Refrigerator magnets featuring recipe displays
RACHAEL RAY HIPSTERS	2/9/04	78/364553			Notice of Allowance issued 3/22/05	21	Bowls, plates
RACHAEL RAY METRO RETRO	2/11/04	78/366218			Notice of Allowance issued 7/19/05	8	Flatware, namely, forks, knives and spoons
						9	Refrigerator magnets featuring printed recipes
						16	Calendars, printed recipe cards
						21	Pots, dishes, bowls, plates, drinking glasses, cutting boards
						24	Towels, table linens

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RACHAEL RAY'S EVOO	7/18/05	78/672273			Pending	29	Olive Oil
RR RACHAEL RAY	7/7/06	78/924775			Notice of Allowance issued 4/3/07	41	Entertainment services, in the nature of an ongoing talk, lifestyle and variety show to be distributed via television, cable television, satellite systems, wireless communication devices and global communication network, providing information on an ongoing talk, lifestyle and variety show to be distributed via television, cable television, satellite systems, wireless communication devices and global communication network

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RACHAEL RAY YUM-O	5/30/06	78/896202			Notice of Allowance issued 4/3/07	43	Restaurant services and take-out restaurant services
YUM-O!	7/18/05	78/672276			Notice of Allowance issued 6/27/06	25	Clothing, namely, shirts, T-shirts, sweaters, jackets, shorts, pants, skirts, aprons, socks, pajamas, robes, underwear, hats, caps and visors, shoes
YUM-O	8/4/06	78/945490			Notice of Allowance issued 4/3/07	43	Restaurant services and take-out restaurant services
yum-o & design	4/25/07	77/165564			Pending (approved for Publication 6/29/07)	36	Charitable fundraising services
yum-o & design	4/25/07	77/165596			Pending (approved for Publication 8/6/07)	41	Creating programs for children in connection with food preparation, nutrition and healthy eating habits

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yum-o & design	4/25/07	77/165635			Pending (approved for Publication 6/29/07)	43	Providing information about food preparation to children
yum-o & design	4/25/07	77/165704			Pending (approved for Publication 6/29/07)	44	Providing information about nutrition and healthy eating habits for children
Yum-O!	4/20/07	77/161900			Pending (approved for Publication 8/6/07)	41	Creating programs for children in connection with food preparation, nutrition and healthy eating habits
Yum-O!		77/161948			Pending (approved for Publication 6/29/07)	43	Providing information about food preparation to children
Yum-O!	4/20/07	77/161963			Pending (approved for Publication 6/29/07)	44	Providing information about nutrition and healthy eating habits for children
STOUP	3/8/07	77/125533			Pending	29	Soups and stews