

03-31-2000

cket No.: 686-P-1-USA

FORM PTO-1595 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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P08/REV02

REC

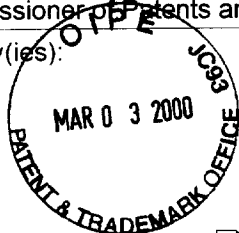


U.S. DEPARTMENT OF COMMERCE
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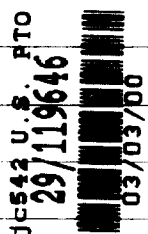
MAN
3-3-00



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

1. Name of conveying party(ies):
**Lynne Willingham
Derek Sullivan**

2. Name and address of receiving party(ies):
Name: **The Five of Us, Inc.**



Additional names(s) of conveying party(ies) Yes No

Internal Address: _____

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

Street Address: **389 Mangels Avenue**

City: **San Francisco** State: **CA** ZIP: **94127**

Execution Date: **Feb. 11, 2000 and Feb. 24, 2000**

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

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

If this document is being filed together with a new application, the execution date of the application is: **February 24, 2000**

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached? Yes No

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

6. Total number of applications and patents involved: **1**

Name: **David G. Duckworth**

7. Total fee (37 CFR 3.41):.....\$ **80.00**

Internal Address: _____

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

Refund Ref:
03/29/2000 DCOATES 0000091697

CHECK Refund Total: **\$40.00**
Street Address: **DRUMMOND & DUCKWORTH**

8. Deposit account number: _____

4590 MacArthur Blvd., Suite 500

City: **Newport Beach** State: **CA** ZIP: **92660**

03/29/2000 DCOATES 00000068 29119646

DO NOT USE THIS SPACE

01 FC:581
9. Statement and signature.

(40.00 DP)

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.

David G. Duckworth

March 3, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **6**

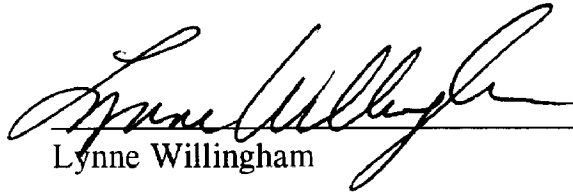
PATENT

REEL: 010641 FRAME: 0400

ASSIGNMENT

In consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lynne Willingham, an individual, hereby sells and assigns to The Five of Us, Inc., a California corporation, its successors and assigns, the entire right, title and interest in and to the improvements in "DECORATIVE BACKPACK", as described in the U.S. Patent Application filed herewith (Docket No. 686-P-1-USA), and in and to any and all applications for patent and patents therefor in any and all countries, including all divisions, reissues, continuations and extensions thereof, and all rights of application and foreign priority corresponding thereto, and authorize and request any official whose duty it is to issue patents, to issue any patent on said improvements or resulting therefrom to said The Five of Us, Inc., its successors and assigns, and agrees that on request and without further consideration, but at the expense of said The Five of Us, Inc., I will communicate to said The Five of Us, Inc., or its representatives or nominees, any facts known to me respecting said improvements and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid The Five of Us, Inc., its successors, assigns and nominees, to obtain and enforce proper patent

protection for said invention in all countries. I covenant with said The Five of Us, Inc., its successors and assigns, that the rights and property hereby conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

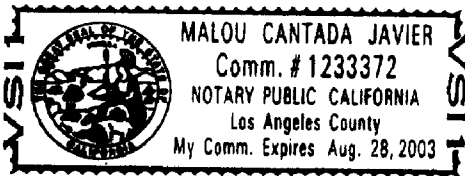

Lynne Willingham

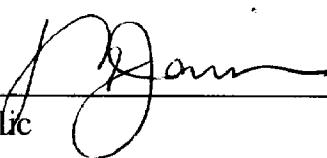
State of California)
County of Los Angeles) ss
_____)

On February 11, _____, 2000, before me, Malou Cantada Javier, Notary Public, appeared Lynne Willingham, [] proved to me on the basis of satisfactory evidence or [] personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that ^{she} ~~he~~ executed the same in ^{her} ~~his~~ authorized capacity, and that by ^{her} ~~his~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Subscribed and sworn to before me on 2-11- _____, 2000.

(Seal)





Notary Public

ASSIGNMENT

In consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Derek Sullivan, an individual, hereby sells and assigns to The Five of Us, Inc., a California corporation, its successors and assigns, the entire right, title and interest in and to the improvements in "DECORATIVE BACKPACK", as described in the U.S. Patent Application filed herewith (Docket No. 686-P-1-USA), and in and to any and all applications for patent and patents therefor in any and all countries, including all divisions, reissues, continuations and extensions thereof, and all rights of application and foreign priority corresponding thereto, and authorize and request any official whose duty it is to issue patents, to issue any patent on said improvements or resulting therefrom to said The Five of Us, Inc., its successors and assigns, and agrees that on request and without further consideration, but at the expense of said The Five of Us, Inc., I will communicate to said The Five of Us, Inc., or its representatives or nominees, any facts known to me respecting said improvements and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid The Five of Us, Inc., its successors, assigns and nominees, to obtain and enforce proper patent

