

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
PROFESSIONAL APPEARANCES, INC.		01/22/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	SCRUBS AC, INC.
Street Address:	4800 MONTGOMERY LANE, SUITE 940
City:	BETHESDA
State/Country:	MARYLAND
Postal Code:	20814
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	78329684	ALLHEART CHEFS
Serial Number:	78329697	ALLHEART WORKWEAR
Serial Number:	78598488	ALLHEART MUSIC
Serial Number:	78598485	ALLHEART MOVIES
Serial Number:	78598480	ALLHEART ELECTRONICS
Serial Number:	78598472	ALLHEART TOYS
Serial Number:	78598468	ALLHEART SPORTS
Serial Number:	78598462	ALLHEART GAMES
Serial Number:	78598459	ALLHEART PETS
Serial Number:	78598458	ALLHEART ENTERTAINMENT
Serial Number:	78598450	ALLHEART NEWS
Serial Number:	78598445	ALLHEART TRAVEL
Serial Number:	78598431	ALLHEART LICENSING
Serial Number:	77032785	ALLHEARTKIDS

OP \$440.00 78329684

Serial Number:	78014382	ALLHEART.COM
Serial Number:	78154782	ALLHEART
Serial Number:	78186715	ALMIDOR

CORRESPONDENCE DATA

Fax Number: (703)744-8001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7037448000
Email: LKOLO@PATTONBOGGS.COM
Correspondent Name: lacy kolo
Address Line 1: Patton Boggs, LLP
Address Line 2: 8484 Westpark Drive, Suite 900
Address Line 4: mclean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	021163.0100
NAME OF SUBMITTER:	LACY KOLO
Signature:	/LACY KOLO/
Date:	01/29/2009

Total Attachments: 12

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BILL OF SALE

This Bill of Sale is made effective as of this 22nd day of January 2009, from Professional Appearances, Inc., a California corporation ("PA") to Scrubs AC, Inc., a Delaware corporation ("Buyer").

PA hereby sells, transfers, assigns, conveys and delivers to Buyer, all of its rights, title and interest in and to the tangible and intangible property and assets of PA set forth on Schedule A hereto (the "Subject Assets"), to have and to hold the Subject Assets unto Buyer and its heirs, successors and assigns to and for its and their own proper use and benefit forever.

Nothing in the Bill of Sale, express, or implied, shall be deemed to be an assumption by the Buyer of any liabilities of PA.

PA hereby constitutes and appoints Buyer as the true and lawful agent and attorney in fact of PA, with full power of substitution and resubstitution, in whole or in part, in the name and stead of PA but on behalf of and for the benefit of Buyer and its successors and assigns, from time to time:

- (a) to demand, receive and collect any and all of the Subject Assets from any third party and to give receipts and releases for and with respect to the same, or any part thereof;
- (b) to institute and prosecute, in the name of PA or otherwise, any and all proceedings at law, in equity or otherwise, that Buyer or its successors and assigns may reasonably deem necessary or advisable in order to collect or reduce to possession any of the Subject Assets and in order to collect or enforce any claim or right of any kind hereby transferred or assigned; and
- (c) to do all things required or reasonably deemed by Buyer to be required to recover and collect the Subject Assets and to use PA's name in such manner as Buyer may reasonably deem necessary for the collection and recovery of same.


Nothing expressed or implied in this Bill of Sale is intended to confer upon any person, other than Buyer and its successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Bill of Sale.

The internal laws of Delaware shall govern the validity and interpretation of this Bill of Sale and the performance by the parties hereto of their respective duties and obligations hereunder.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Bill of Sale under seal as of the date first set forth above.

Professional Appearances, Inc.

By: 
Name: Ardis H. Chapman
Title: _____

Schedule A

Subject Assets

All assets of Professional Appearances, Inc. including, without limitation all of the following: inventory (consisting of, among other things, medical uniforms and scrubs); accounts, accounts receivable, and other rights to payment; machinery and equipment all related parts and supplies; office equipment, furniture, furnishings, computers, and all related parts and supplies; leasehold improvements; intellectual property, including computer programs, know-how, processes, designs, techniques, plans, engineering drawings, artwork, packaging, advertising material, specifications, models, inventions, including all underlying works and all derivative works of the foregoing and all rights of the Debtor therein, including all copyrights and copyright applications, trademarks and trademark applications, trade names, service marks and logos, patents and patent applications, and trade secret rights; customer lists, all other tangible or intangible personal property; and all books, records, correspondence, files and documents of any kind relating to the foregoing, including the following:

1. Warehouse Equipment, Leasehold Improvements, Furniture and Fixtures, Computer Equipment and Software as described on the attached Exhibit 1;
2. Intellectual Property as described on the attached Exhibit 2; and
3. All accounts receivables and any inventory on hand as of the date of the sale.

EXHIBIT 1

PROFESSIONAL APPEARANCES, INC. - AllHeart
2008 FIXED ASSET AND DEPRECIATION SCHEDULE



1	Internet	1-2110	Bernards Office Furniture
2	Internet	1-2110	Office Depot
3	Internet	1-2110	Warehouse Racks
4	Internet	1-2110	Picking Ladders
5	Internet	1-2110	Picking Tubs

1-2110 Tot Warehouse Equipment - CA

6	Internet	1-2130	Inventory Storage Bins
7	Internet	1-2130	Inventory Storage Bins
8	Internet	1-2130	Inventory Storage Bins
9	Internet	1-2130	Inventory Storage Bins
10	Internet	1-2130	Inventory Storage Bins
11	Internet	1-2130	Inventory Storage Bins
12	Internet	1-2130	Inventory Storage Bins
13	Internet	1-2130	Inventory Storage Bins
14	Internet	1-2130	Inventory Storage Bins
15	Internet	1-2130	Inventory Storage Bins
16	Internet	1-2130	Inventory Storage Bins
17	Internet	1-2130	Inventory Storage Bins
18	Internet	1-2130	Inventory Storage Bins
19	Internet	1-2130	Inventory Storage Bins
20	Internet	1-2130	Higher Power Supplies
21	Internet	1-2130	Belk (10 Inventory Scanners)
22	Internet	1-2130	Wilcom America Embroidery Software
23	Internet	1-2130	Midwest Factory (Racks in Ohio)
24	Internet	1-2130	DHL Equipment
154	Internet	1-2130	Wilcom America Embroidery Software
155	Internet	1-2130	Aero - Lighting for Embroidery Area
156	Internet	1-2130	DHL 38 Bays of Pallet racks
157	Internet	1-2130	Midwest Factory (Racks in Ohio)
303	Internet	1-2130	Inventory Storage Bins
306	Internet	1-2130	Inventory Storage Bins
307	Internet	1-2130	IT Network

1-2130 Tot Warehouse Equipment - OH

25	Internet	1-2210	Mike Good Construction (5331 Derry)
26	Internet	1-2210	MIS Communications (5331 Derry)
27	Internet	1-2210	Silver Security (5331 Derry)
28	Internet	1-2210	Mike Good Construction (5331 Derry)
29	Internet	1-2210	Mike Good Construction (5331 Derry)

PROFESSIONAL APPEARANCES, INC. - AllHeart
2008 FIXED ASSET AND DEPRECIATION SCHEDULE



- 30 Internet 1-2210 PJP Communications - Wire, Plates & Patch Panel
- 31 Internet 1-2210 3 Day Blinds (431 Calle San Pablo)
- 32 Internet 1-2210 Dragonchuck Alarm (System Install)
- 33 Internet 1-2210 Dragonchuck Alarm (Wiring)
- 34 Internet 1-2210 Andy Klein Electrical - Rerun electrical
- 35 Internet 1-2210 Andy Klein Electrical - Install Power to the Laser Machine
- 36 Internet 1-2210 Commerical Heating & A/C Server Room Vent
- 37 Internet 1-2210 Dock Plates
- 38 Internet 1-2210 Kitchen Dishwasher
- 39 Internet 1-2210 Mezzanine Fence

1-2210 Tot Leasehold - Corp

- 154 Retail Store 1-2220 Universal Awning
- 155 Retail Store 1-2220 Allan Mercado General Contractor
- 156 Retail Store 1-2220 Millennium Lighting
- 157 Retail Store 1-2220 Moore Flooring

1-2220 Tot Leasehold - Store #1

- 304 Internet 1-2230 Mezzanine Lighting
- 308 Internet 1-2230 Mezzanine Lighting
- 309 Internet 1-2230 Ohio Office

1-2230 Tot Leasehold - OH

- 40 Internet 1-2310 Power Machinery - 4 Shelve Trucks
- 41 Internet 1-2310 Dishwasher
- 42 Internet 1-2310 Power Machinery - Lockers, Locks and Keys
- 43 Internet 1-2310 Panasonic Phone Syatem
- 44 Internet 1-2310 MIS Communications
- 45 Internet 1-2310 PJP Communications - Voice Mail
- 46 Internet 1-2310 Broadway Photo 2 - Sony Digital Cameras
- 47 Internet 1-2310 PJP Communications - 6 12 Button Phones
- 48 Internet 1-2310 PJP Communications - 8 Port Ext Card
- 49 Internet 1-2310 Pacific Business Interiors - File Cabinets
- 50 Internet 1-2310 Office furniture
- 51 Internet 1-2310 Conference room furniture
- 52 Internet 1-2310 PJP Communications - Phone Switch
- 53 Internet 1-2310 Office Depot
- 54 Internet 1-2310 Refrigerator
- 55 Internet 1-2310 Pacific Business Interiors - Cubicles & File Cabinets
- 56 Internet 1-2310 Circuitdeal - 20 Keyboard Trays
- 57 Internet 1-2310 PJP Communications - 10 Speaker Phones

PROFESSIONAL APPEARANCES, INC. - AllHeart
2008 FIXED ASSET AND DEPRECIATION SCHEDULE



58	Internet	1-2310	PJP Communications - 4 Line Card
59	Internet	1-2310	PJP Communications - Paging System
60	Internet	1-2310	Power Machinery - Ladders and Shelves Trucks
61	Internet	1-2310	Power Machinery & RPS Coonstruction
62	Internet	1-2310	PJP Communications - Paging System Spekers
63	Internet	1-2310	Horizo PF-P310 Folding Machine
64	Internet	1-2310	Picking Carts
65	Internet	1-2310	Version Telecom - T1
66	Internet	1-2310	Destroyit2602 Shredder
159	Internet	1-2310	American Office Products
160	Internet	1-2310	ADT
305	Internet	1-2310	Advantage Telephone
	Internet	1-2310	(4) 4 Drwr Lateral File Cabinets
	Internet	1-2310	Fax Machine

1-2310 Tot Furniture & Fixtures - CA

158	Retail Store	1-2320	Store Fixtures - Ritts Co.
159	Retail Store	1-2320	Acme
160	Retail Store	1-2320	PJP - Phone Equipment
161	Retail Store	1-2320	Costco - Refrigerator
162	Retail Store	1-2320	PJP - Phone Equipment

1-2320 Tot Furniture & Fixtures - Store #1

1-2410 Tot Computer Equipment - CA

1-2420 Tot Computer Equipment - Store #1

128	Internet	1-2430	2 Dell Computers
130	Internet	1-2430	Barudan Embroidery Machine - Single Head
131	Internet	1-2430	Barudan Embroidery Machine - Four Head
132	Internet	1-2430	Barudan Embroidery Machine - Two Head
133	Internet	1-2430	Barudan Embroidery Machine - Two Head
134	Internet	1-2430	Dell Computer
170	Internet	1-2430	Barudan Embroidery Machine - Single Head (2)
171	Internet	1-2430	Dell Computer
158	Internet	1-2430	Koser Enterprises -

1-2430 Tot Computer Equipment - OH

135	Internet	1-2510	Dydacomp Development
136	Internet	1-2510	Solution Masters
137	Internet	1-2510	McAfee
138	Internet	1-2510	Dydacomp Development
139	Internet	1-2510	Watchguard Technologies

PROFESSIONAL APPEARANCES, INC. - AllHeart
2008 FIXED ASSET AND DEPRECIATION SCHEDULE



- 140 Internet 1-2510 Dydacomp Development (Mom Upgrade)
- 141 Internet 1-2510 Dydacomp Development (Additional workstation and Shipping module)
- 142 Internet 1-2510 Buy.com - (Tread Miro Anti Virus)
- 143 Internet 1-2510 Dydacomp Development (2 Additional workstations)
- 144 Internet 1-2510 Dydacomp Development (2 Additional workstations)
- 145 Internet 1-2510 Dydacomp Development (5 Additional workstations)
- 146 Internet 1-2510 Dell - Server Software
- 147 Internet 1-2510 Karen Krampe - MOM Database Software
- 148 Internet 1-2510 Amazon - RR Report Writer
- 149 Internet 1-2510 Compucon
- 150 Internet 1-2510 Karen Krampe - MOM Phy. Inv. Software
- 151 Internet 1-2510 Quark Express
- 152 Internet 1-2510 Sofchoice Software
- 153 Internet 1-2510 Dydacomp Development (5 Additional workstations)
- 311 Internet 1-2510 King Webmaster - Delivery Estimator
- 315 Internet 1-2510 Dydacomp Development (5 Additional workstations)
- Internet 1-2510 King Webmaster - Delivery Estimator
- Internet 1-2510 Office Licences
- Internet 1-2510 
- Internet 1-2510 

1-2510 Tot Software - CA

- 168 Retail Store 1-2520 Map Info
- 169 Retail Store 1-2520 Retail Pro - Software
- 170 Retail Store 1-2520 Retail Pro - Credit Pro Software
- 171 Retail Store 1-2520 Retail Pro - Additional Seat

1-2520 Tot Software - Store #1

EXHIBIT 2

TRADEMARKS AND TRADEMARK APPLICATIONS

Serial No. Reg. No.	FD	Mark
78329684 3319407	11/18/03	ALLHEART CHEFS (block form)
78329697 3319408	11/18/03	ALLHEART WORKWEAR (block form)
78598488	3/30/05	ALLHEART MUSIC (block form)
78598485	3/30/05	ALLHEART MOVIES (block form)
78598480	3/30/05	ALLHEART ELECTRONICS (block form)
78598472	3/30/05	ALLHEART TOYS (block form)
78598468	3/30/05	ALLHEART SPORTS (block form)
78598462	3/30/05	ALLHEART GAMES (block form)
78598459	3/30/05	ALLHEART PETS (block form)
78598458	3/30/05	ALLHEART ENTERTAINMENT (block form)
78598450	3/30/05	ALLHEART NEWS (block form)
78598445	3/30/05	ALLHEART TRAVEL (block form)
78598431	3/30/05	ALLHEART LICENSING (block form)
77032785 3284528	10/30/06	ALLHEARTKIDS (block form)
78014382 2522717	6/26/00	ALLHEART.COM (block form)
78154782 2522717	6/26/00	ALLHEART (block form)
78186715 2786495	11/19/02	ALMIDOR (typed form)

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Reg. No.	FD	Copyright
TX 5-876-818	2006	ALLHEART.COM
VA 1-199-155	2006	ALLHEART.COM

DOMAIN NAMES

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anywherelog.com
aproncooking.com
bootswork.com
chefaprons-cookingaprons-
kitchenaprons.com
chefclogs-chefshoes.com
chefclothing-restaurantuniforms.com
chefcoats-chefjackets-chefcoat.com
chefhat-chefhats.com
chefscout.com
coatchefs.com
corporatelogapparel.com
corporatelogoshirt.com
datingservices.net
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discountnursinguniforms.com
discountscrubs.com
industrialworkuniforms.com
medicalclogs.com
medicalscrubs.com
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nursesupply.com
nursesuniforms.com

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scrubsmedical.com
secure-allheart.com
shoesnursing.com
shoessteeltoe.com
size15.com
size15shoes.com
size16.com
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spraguestethoscope.com
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surgicalscrubs.com
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