IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF RHODE ISLAND

Janel Russell Designs, Inc.)	
	Plaintiff,)	
v.)	Civil No.
Dixie's Pet Project, LLC)	OCT 22 2008
	Defendant)	U.S. DISTRICT COURT

COMPLAINT FOR COPYRIGHT INFRINGEMENT

Plaintiff, Janel Russell Designs, Inc. for its complaint against Dixie's Pet Project, LLC states and alleges as follows:

THE PARTIES

- 1. Janel Russell Designs, Inc. is a Delaware corporation having its principal place of business at 2866 Middle Street, St. Paul, MN 55117.
- 2. Upon information and belief, Dixie's Pet Project, LLC is limited liability corporation having a place of business at 530 Wellington Avenue, 2nd Floor, Box 14, Cranston, Rhode Island 02910.

JURISDICTION

- 3. This court has subject matter jurisdiction over this action pursuant to Title 17 of the United States Code and 28 U.S.C. § 1338. Venue is proper in the judicial district under 28 U.S.C. §§ 1391(c) and 1400(a).
- 4. This court has personal jurisdiction over Dixie's Pet Project. Dixie's Pet Project is a Rhode Island LLC and is located in the State of Rhode Island.

GENERAL ALLEGATIONS

- 5. Plaintiff, Janel Russell Designs, Inc. ("JRD") is a corporation which was formed by Janel Russell. For many years, Janel Russell has designed unique pieces of jewelry.
- 6. In 1980, Janel Russell created a unique work referred to hereinafter as the "Mother and Child". The Mother and Child is shown in Exhibit A to this Complaint. The Mother and Child is subject to U.S. Copyright Registration VAU 23-358 granted by the U.S. Copyright Office on March 2, 1981. A copy of this registration is attached to this Complaint as Exhibit B. The Mother and Child is also subject to U.S. Copyright Registration VA 111-110 granted on October 18, 1982. A copy of this registration is attached as Exhibit C to this Complaint. Both of these registrations have been assigned to JRD.
- 7. In subsequent years, Janel Russell created derivative works based upon the original work shown in Exhibit A. These works include earrings, lockets, bracelets and pendants and the like. Other derivative works include a heart-shaped derivation of the Mother and Child design. The heart-shaped derivation is shown in Exhibit D to this Complaint. Another derivative work is called the Mother and Kitty. The Mother and Kitty is subject to U.S. Copyright Registration VAU 349-467 granted on November 9, 1995. A copy of the Mother and Kitty copyright registration is attached as Exhibit E to this Complaint.
- 8. Exhibit F includes copies of other registrations relating to earrings and rings incorporating the Mother and Child design. Exhibit G is a copy of the assignment

documents reflecting that Janel Russell Designs, Inc. currently has ownership of these copyright registrations.

9. Since 1981, products incorporating the Mother and Child design and derivatives thereof have been sold pursuant to license by a variety of entities. All copies of the original Mother and Child work and derivatives thereof made by JRD or under its authority or license have been published in strict conformity with the provisions of the United States Copyright Act of 1976 and all other laws governing copyright. As a result of the efforts undertaken by Plaintiff and its authorized licensees' products incorporating the Mother and Child design have become widely successful commercial products. More than one million such products have been sold. To date, over one million units have been shipped on a wholesale basis representing approximately \$40 million. Sales continue to increase. In fact, annual sales have more than doubled between 1994 and 2007. Products incorporating the Mother and Child are or have been widely available in Canada, Europe, South Africa, Australia and New Zealand. Since 1981, the licensees have advertised products incorporating the work in various magazines and trade publications such as JCK and Modern Jeweler. Since 1981, newspaper ads have been run by various retailers who carry the product. One of Plaintiff's licensees, Kirchner Corporation, has shown the Mother and Child design in the annual JCK Jewelers directory virtually every year since 1983. From 1990 through present, Kirchner Corporation has regularly run advertisements in other JCK publications. Almost all of these ads include a picture of the Mother and Child design. Since 1996, Kirchner has also regularly run similar ads in Modern Jeweler. The Mother and Child design has also been advertised in periodicals

such as Instore, Professional Jeweler, Jewelers, Inc., IJO, RJO, Luxury and USA Today. Again, nearly all of these ads include a picture of the Mother and Child work manufactured by Kirchner pursuant to a license. Licensees have also displayed the Mother and Child design at various trade shows, such as the JCK show, from 1982 to present.

DEFENDANT'S INFRINGING CONDUCT

- 10. On or about July 10, 2007 Janel Russell, on behalf of Janel Russell Designs, Inc. ordered from CharityUSA.com sample of products which she thought infringed the Mother and Child designs' copyrights. Included in these samples was the Pet Promise Cat Pin. Janel Russell Designs, Inc. subsequently filed suit against CharityUSA.com to enforce its copyrights. This action was captioned Janel Russell Designs, Inc. v. CharityUSA.com, Civil Action # 08-855 (RHK/JSM) (D. Minn. Filed March 25, 2008).
- 11. CharityUSA.com subsequently identified Dixie's Pet Project as its supplier for the Pet Promise Cat Pin.
- 12. Dixie's Pet Project are offering for sale and selling a number of goods which infringe the Mother and Child copyright. These goods include Medium Pet's Promise Dog, Medium Pets Promise Cat, Large Pets Promise Dog, Large Pets Promise Cat, Pets Promise Horse, Pets Promise Story (Dog), Pets Promise Story (Cat), Pets Promise Cat Bracelet, Pets Promise Dog Bracelet, Pet Promise Horse Lapel Pin, and Pet Promise Horse (referred to collectively as "Pets Promise Products"). Exhibit H to this

complaint is a printout from <u>www.dixiespetproject.com</u> showing the infringing Pets Promise Products.

13. Exhibit I to this Complaint is a side-by-side comparison of the original, copyrighted Mother and Child and the infringing Pets Promise Products. Exhibit J to this Complaint is a side-by-side comparison of the copyrighted Mother and Kitty and the infringing Pets Promise Products.

COUNT I: COPYRIGHT INFRINGEMENT

- 14. Allegations from the preceding paragraphs of this Complaint are incorporated by reference fully set forth herein.
- 15. Plaintiff's Mother and Child work and derivatives thereof covered by its copyright registrations are each original and constitute copyrightable subject matter.
- 16. Plaintiff has complied in all respects with the provisions of the copyright laws of the United States, 17 U.S.C. § 101 et seq. and has secured its rights and privileges in the original Mother and Child work and derivatives thereof and has obtained certificates of registration from the Register of Copyrights, the United States Copyright Office. The registrations for the original Mother and Child work shown in Exhibit A were effective prior to the commencement of infringement by Defendant.
- 17. The Exclusive rights granted to the copyright owner under 17 U.S.C. § 106 include:
 - (a) the right to reproduce the copyrighted works and copies;
 - (b) the right to prepare derivative works on the copyrighted work; and
 - (c) the right to distribute copies of the copyrighted work to the public.

- 18. Pursuant to 17 U.S.C. § 105, an infringer is one who violates the exclusive rights of the copyright owner as provided in 17 U.S.C. § 106.
- 19. Defendant has had access to Plaintiff's copyrighted works, is copying Plaintiff's copyrighted works, and is distributing copies of Plaintiff's copyrighted works within the United States, all without the authorization of Plaintiff and in violation of Plaintiff's rights under the copyright laws of the United States.
- 20. The acts of the Defendant have been willful, deliberate and despite Plaintiff's notice of copyright, all to the profit of Defendant and to the damage and injury of the Plaintiff. Such damage and injury is irreparable and will continue unless the court enjoins such infringement. The wrongful acts of Defendant have caused the Plaintiff substantial monetary damage in the amount yet to be determined.

DEMAND FOR JUDGMENT

Wherefore, Plaintiff prays for entry of judgment in favor of Plaintiff and against the Defendant providing:

- 1. That Defendant, its officers, employees and agents, and all other persons acting in active concert or participation with it, be preliminarily, and then permanently enjoined from further infringement of Plaintiff's copyrights.
 - 2. That all infringing articles be delivered to Plaintiff for destruction.
- 3. The Defendant pays Plaintiff the greater of Plaintiff's actual damages, Defendant's profits, or statutory damages as provided in 17 U.S.C. § 504(c).
- 4. That any monetary award be increased in accordance with 17 U.S.C. § 504(c)(2) as willful acts.

- 5. That Plaintiff be awarded its costs and attorney's fees incurred herein pursuant to 17 U.S.C. § 505.
- 6. And any other and further relief in favor of Plaintiff as the court deems just and equitable.

JURY DEMAND

Pursuant to Federal Rule of Civil Procedure 38, Plaintiff demands a trial by jury of all issues so triable.

Date: Oct. 22, 2008

Mark Pogue (#3441)

Edwards Angell Palmer & Dodge LLP.

2800 Financial Plaza Providence, RI 02903

Tel 401.274.9200

Fax 401.276.6611

Peter G. Nikolai (not admitted) Nikolai & Mersereau, P.A. 900 Second Avenue South, #820 Minneapolis, MN 55402 Telephone 612-339-7461 Fax 612-349-6556

ATTORNEYS FOR PLAINTIFF JANEL RUSSELL DESIGNS, INC.

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JS-44 (Rev. 1/07 RI)	CIVIL COV	ER SHEET		
I. (a) PLAINTIFFS Janel Russell Designs, Inc.	DEFE	ENDANTS Dixie!	s Pet Project, LLC	
(b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES) (c) Attorney's (Firm Name, Address, and Telephone Number)	Defend	(IN U. OTE: IN LAND COND LAND INVOLVE	Providence S. PLAINTIFF CASES ONL DEMNATION CASES, USE	LY)
Mark A. Pogue (#3441), Edwards Angell Palmer Dodge LLP, 2800 Financial Plaza, Providence, R 02903 Tel. 401.276.6491	A STATE OF THE STA	eys (If Known)		
II. BASIS OF JURISDICTION (Place an "X" in One Box Only)		Diversity Cases Only)	and Or	n "X" in One Box for Plaintiff ne Box for Defendant)
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196 Franchise 490 Cable/Satellite TV Beachts Gother Employment Beachts Gother Employment Heading 480 Consumer Credit 190 Other Contract		n/Deportation) and Drug d seizure of	Real and Personal Property 210 Land Condemnation 220 Foreclosure 230 Rent, Lease and Ejectment 240 Torts to Land 290 All other Real Property 380 Other Personal Property Damage	

V. ORIGIN (Place a	ın "X" In One Box Onl	y)					
☑ 1 Original Proceeding	☐ 2 Removed from State Court	☐ 3 Remanded from Appellate Court	☐ 4 Reinstated or Reopened	5 Transferred from another district (Specify)	☐ 6 Multidistrict Litigation	☐ 7 Appeal to District Judge From Magistrate Judgment	
VI. CAUSE OF	Cite the U.S. Civil S	tatute under which you a	re filing (Do not cite the j	urisdictional statutes u	nless diversity):		
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INSTRUCTIONS FOR COMPLETING CIVIL COVER SHEET JS-44

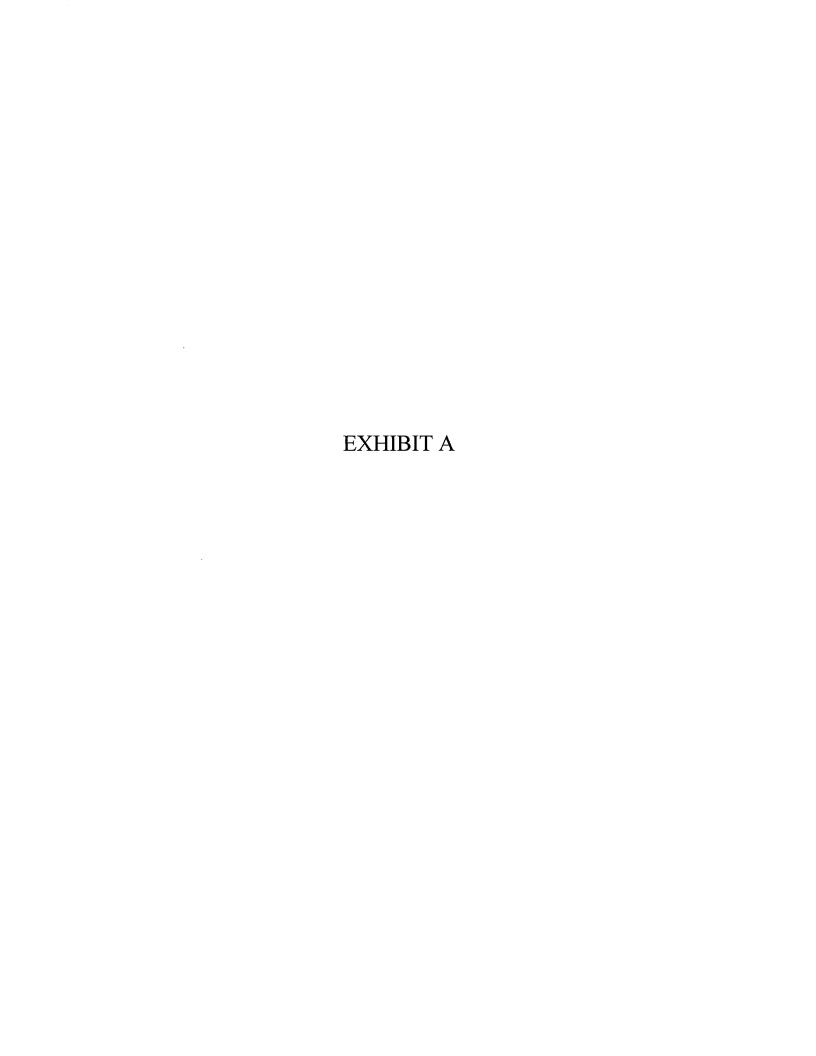
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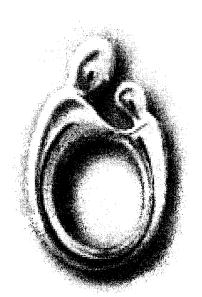
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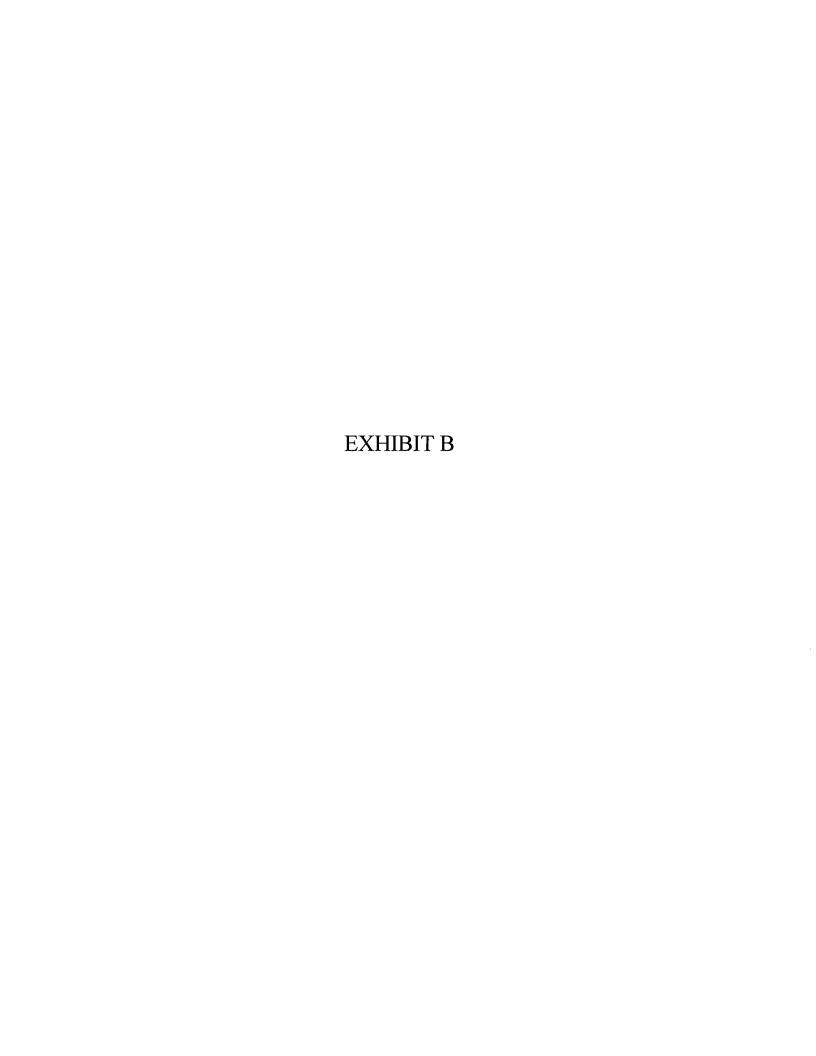
The JS-44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. Listed below are tips for completing the civil cover sheet. These tips coincide with the Roman Numerals on the Cover Sheet.

- COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF/DEFENDANT (b) County of residence: For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- III. CITIZENSHIP OF PRINCIPAL PARTIES. This section is completed only if diversity of citizenship was selected as the Basis of Jurisdiction under Section II.
- IV. NATURE OF SUIT. Place an X in the appropriate box. Make sure to select the Nature of Suit from the category which best describes the primary cause of action found in your complaint. You must select only one nature of suit.
- VIII. RELATED CASES, IF ANY. This section of the JS-44 is used to reference related pending cases if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

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Receipt #	Amount	Applying IFP	Judge	Mag. Judge







CERTIFICATE OF COPYRIGHT REGISTRATION

This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 410(a) of title 17, United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the Copyright Office records.

David L. Lada

_ REGISTER OF COPYRIGHTS United States of America

UNITED STATES COPYRIGHT C

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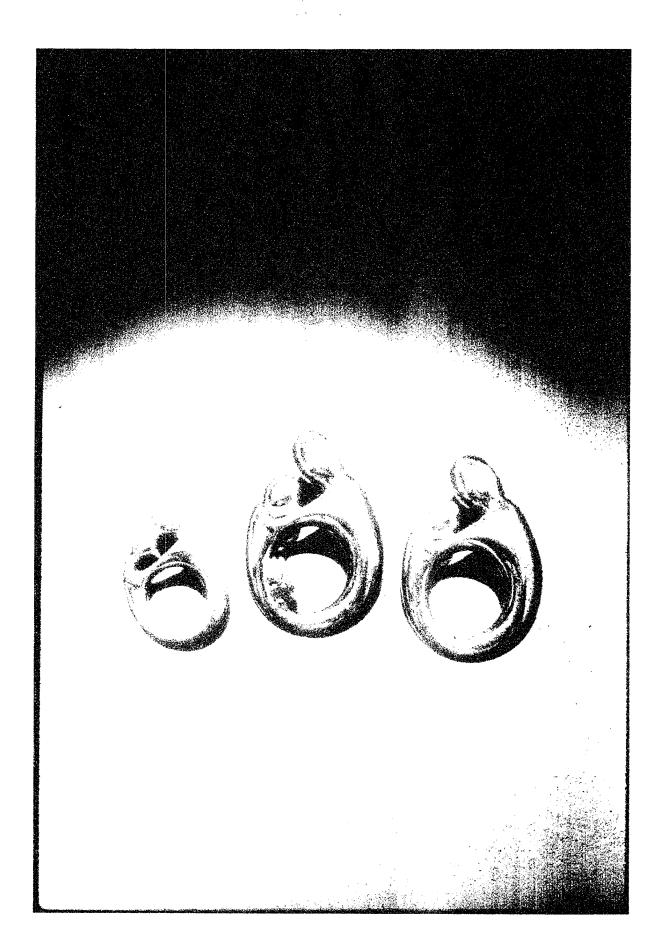
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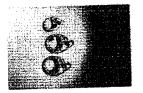


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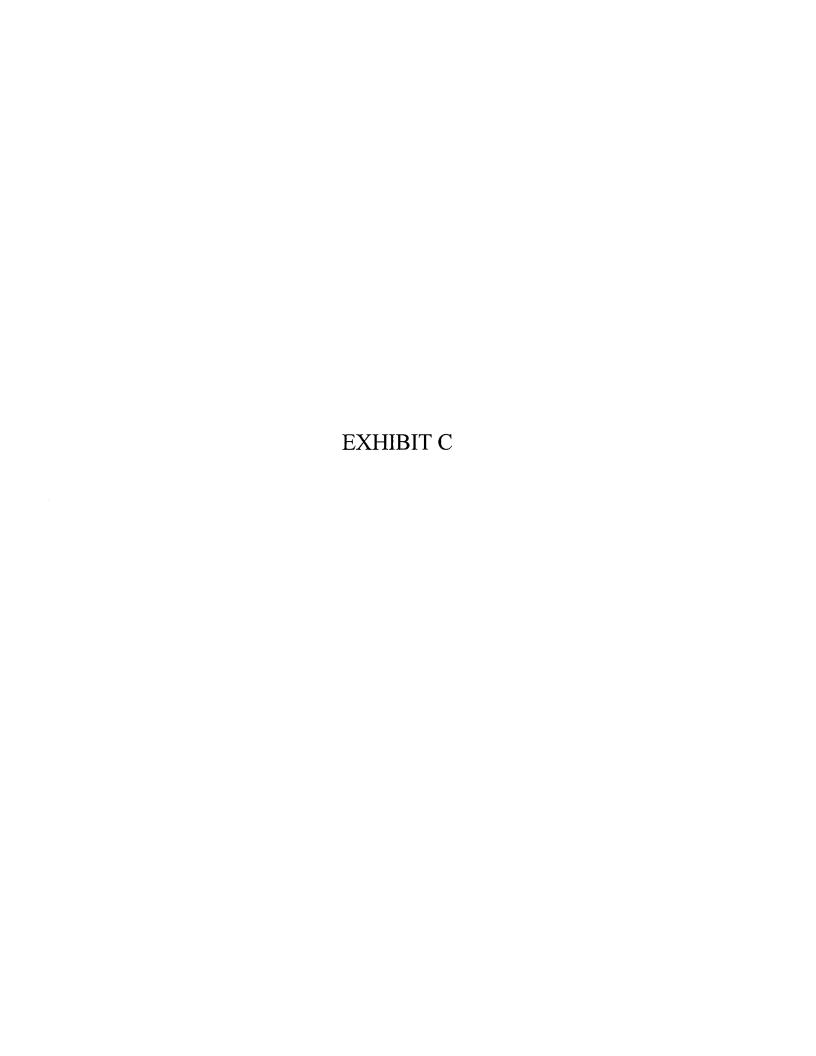
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CERTIFICATE OF COPYRIGHT REGISTRATION

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Danie K

VA EFFECTIVE DATE OF REGISTRATION

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REGISTER OF COPYRIGHTS

18 OCT 1982

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DO NOT WRITE HERE

INITED STATES COPYRIGHT OFFICE

United States of America Month Day Year DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET. TITLE OF THIS WORK Y NATURE OF THIS WORK ▼ See instructions Wewelry Design 14kt -MOTHER AND CHILD Sterling silver - gold filled PREVIOUS OR ALTERNATIVE TITLES ▼ PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared. Title of Collective Work V If published in a periodical or serial give: Volume V Number 7 Issue Date V On Pages ♥ NAME OF AUTHOR V DATES OF BIRTH AND DEATH Year Born V Janel Russell 1. 1955 Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO work made for hire"? THE WORK ☐ Yes if the answer to eith of these questions is United States OR Citizen of Domiciled in Yes XXNo Anonymous? Ø No Pseudonymous? Yes T No NATURE OF AUTHORSHIP Briefly describe nature of the material created by this author in which copyright is claimed. instructions. ne "author" of a Jewelry Design and First work made for NAME OF AUTHOR V ire" is generally DATES OF BIRTH AND DEATH ne employer. éear Born ▼ Ŋ Mary Cay Holmes ot the emtoyee (see in-1955 Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE ny part of this WAS THIS AUTHOR'S CONTRIBUTION TO "work made for hire"? rock that was Yes-United States THE WORK If the answer to either nade for hire" heck "Yes" in Citizen of D. Yes Tr No OR Domiciled in Anonymous? of these questions is TX No. 88, see detailed Pseudonymous? е ѕрасе рго-☐ Yes ₹ No NATURE OF AUTHORSHIP Briefly describe nature of the material created by this author in which copyright is claimed.

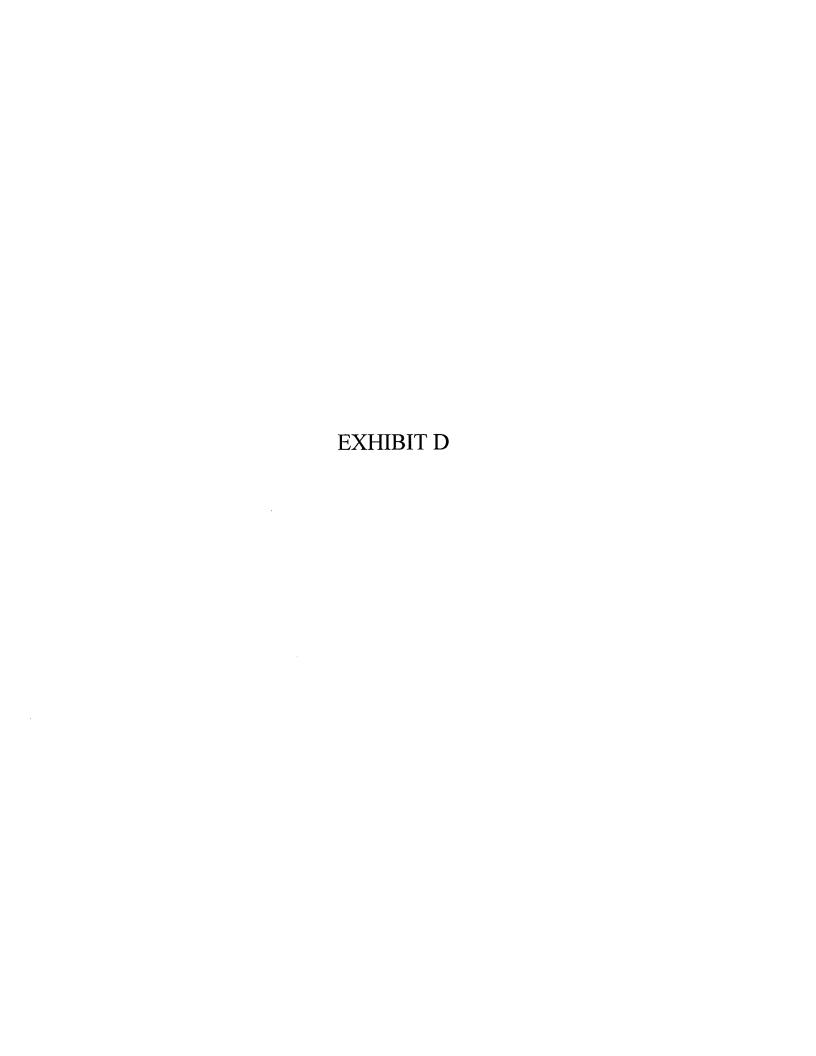
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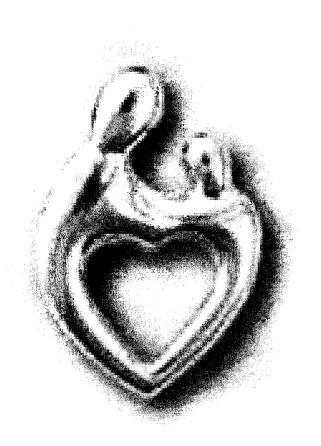
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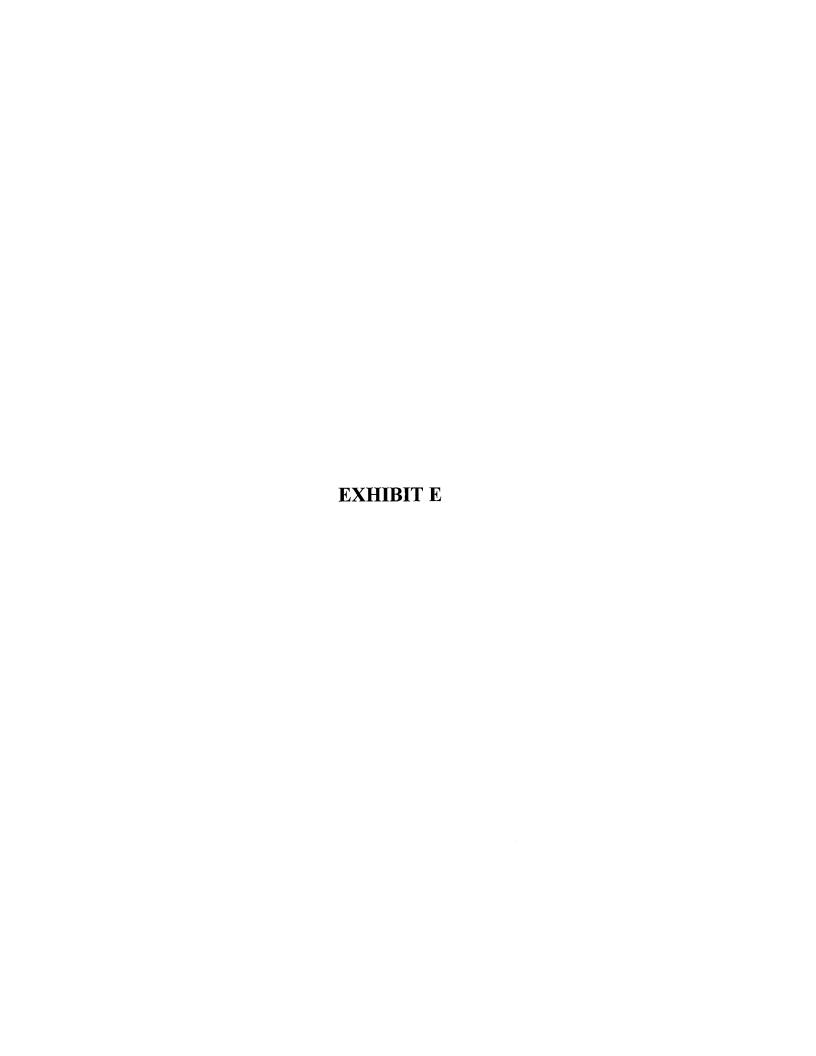
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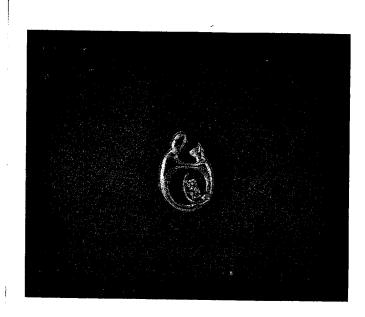
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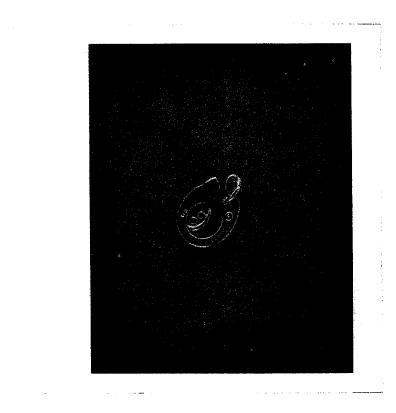
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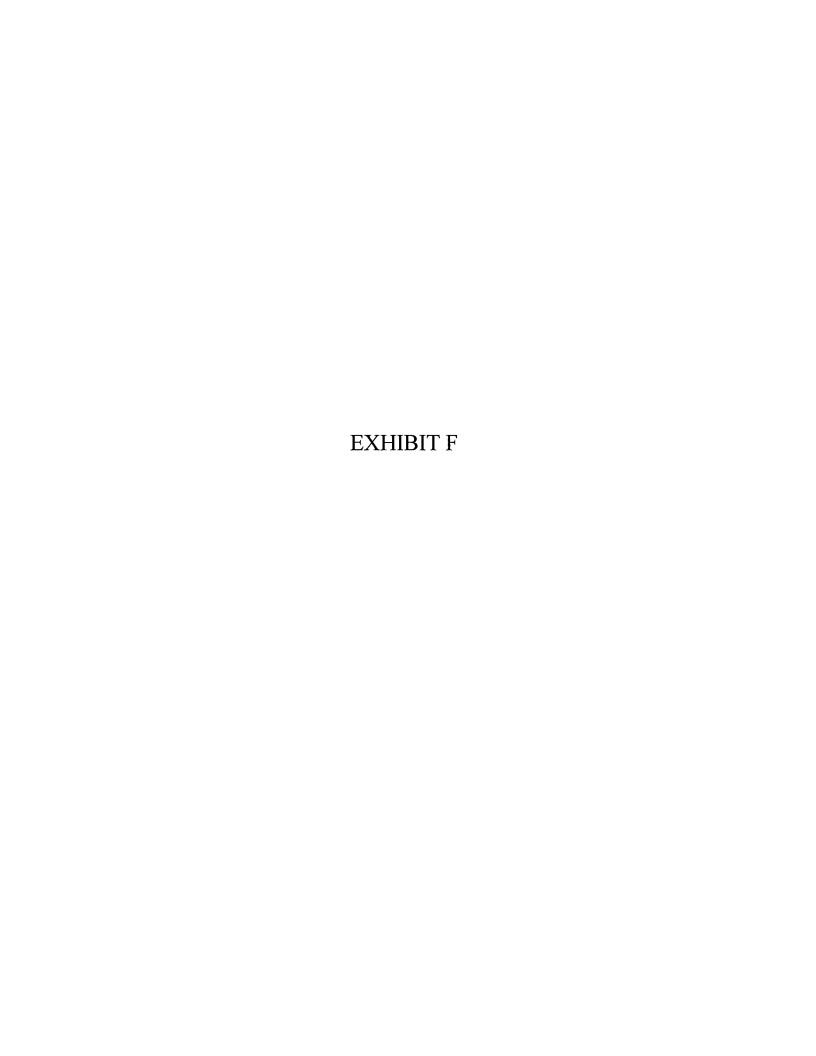


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This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 410(a) of title 17. United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the

REGISTRATION NUMBER 520 146 EFFECTIVE DATE OF REGISTRATION HU(loMonth Day

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Copyright Office records. CIBRARY OF CO REGISTER OF COPYRIGHTS OFFICIOS NOT WRITE ABOVE THIS LINE. IF YOU NEED MORREPAREMENT ASSERTANTE CONTINUATION SHEET TITLE OF THIS WORK Y NATURE OF THIS WORK ▼ See instructions MOTHER AND CHILD RING Jewelry Design PREVIOUS OR ALTERNATIVE TITLES ▼ PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared. Title of Collective Work ? If published in a periodical or serial give: Volume V Number V Lisue Date V On Pages V NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Year Died W Janel Russell Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE Name of Country WAS THIS AUTHOR'S CONTRIBUTION TO work made for hire"? THE WORK If the answer to either of these questions is ☐ Yes Citizen of D Yes 🗌 No Anonymous? X No Domiciled in > U.S.A. tes." see detailed Pseudonymous? ☐ Yes ☐ No instructions. NATURE OF AUTHORSHIP Briefly describe nature of the material created by this author in which copyright is claimed. 3-dimensional design applied to ring NAME OF AUTHOR Y DATES OF BIRTH AND DEATH Year Born ▼ Year Died ▼ Was this contribution to the work a AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO work made for hime"? ☐ Yes If the answe # 12 at Citizen of 1 ☐ Yes ☐ ⊷ Anonymous? of these questions is ☐ No Yes," see detailed instructions. Pseudonymous? ☐ Yes ☐ No NATURE OF AUTHORSHIP Briefly describe nature of the material created by this author in which copyright is claimed. NAME OF AUTHOR ▼ DATES OF BIRTH AND DEATH Year Born V to the space Was this contribution to the work a dates of birth AUTHOR'S NATIONALITY OR DOMICILE WAS THIS AUTHOR'S CONTRIBUTION TO death mean work made for hire? ☐ Yes THE WORK If the arrawer to a Citizen of ▶ Yes No of these questions is Anonymous? ☐ No Domiciled in > Yes, see detailed Pseudonymous? ☐ Yes ☐ No instructions. NATURE OF AUTHORSHIP Briefly describe nature of the material created by this author in which copyright is claimed. DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED This information Complete this information Month & 15 Year must be given ONLY If this work II S has been published COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the APPLICATION RECEIVED same as the author given in space 2.9 AUS 10 1992 ONE DEPOSIT RECEIVED Janel Russell 702 West County Road B AUG 10 1992 TWO DEPOSITS RECEIVED Roseville, MN 55113

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TRANSFER If the claimant(s) named here in space 4 are different from the authoris) named

SE REMITANCE NUMBER AND CATE

in space 2, give a brief statement of now the ciaimant(s) obtained ownership of the copyright.

MORE ON BACK

Complete all applicable spaces (numbers 5-9) on the reverse side of this page.

Sae getailed instructions.

Sign the form at line 8

DO NOT WHITE HERE

XX author

other copyright claimant

owner of exchaine right(s)

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date V If this is a published work, this date must be the same as or later than the date of publication given in space 3.

Janel Russell

Aug. 1992.

Handwritten signature DCN

MAIL CERTIFI-CATE TO

Certificate

envelope

James T. Nikolai, Esq. HAUGEN AND NIKOLAI, P.A.

900 Second Avenue South, #820

will be City/State/2:2 ¥ mailed in

window

Minneapolis, MN 55402-3325

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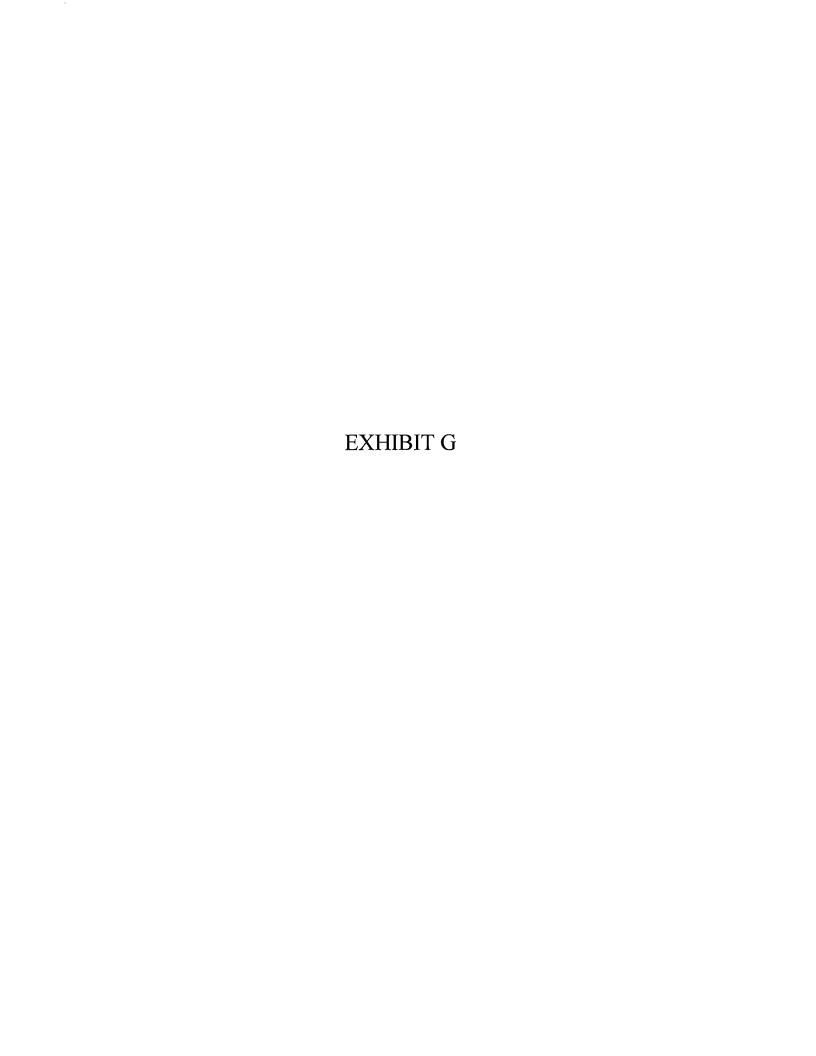
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Ccoyngna? Enclosed your deposit material with the application and fee?

MAIL TO: Register of Copyrights. Library of Congress, Washington,

* 17 U.S.C. § \$06(a): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filled in connection with the application, shall be fined not more than \$2,500.



COPYRIGHT ASSIGNMENT AND AGREEMENT

WHEREAS, Janel Russell and Mary Cay Holmes are joint owners of the copyright and registration for a work titled "Mother and Child", the nature of the work being a jewelry design, and the work being duly registered for copyright in the United States Copyright Office on March 2, 1981, with a registration number of VAU 23-358, a photocopy of which is attached hereto.

WHEREAS, Ms. Russell and Ms. Holmes, doing business as J&M Sales, entered into a contract with the Kirchner Corporation, a Minnesota corporation with its principal place of business at 8901 Wayzata Boulevard, Minneapolis, Minnesota, on or about March 21, 1981, the contract including provisions for the payment of royalties to J&M Sales which are derived from the sale of "Mother and Child" pendants by the Kirchner Corporation,

WHEREAS, Ms. Holmes, residing at 3372 Lake Johanna Road, St. Paul, Minnesota, herein referred to as the Assignor, is desirous of transferring her entire right, title, and interest in the aforementioned copyright to Ms. Russell, residing at 336 LaBore Road, Apartment 108, Little Canada, Minnesota, herein referred to as the Assignee,

AND WHEREAS, Ms. Russell and Ms. Holmes have ceased to do business as partners under the name of J&M Sales,





THIS IS TO CERTIFY THAT THE ATTACHED DOCUMENT WAS RECORDED IN THE COPYCIGHT OFFICE ON THE DATE AND IN THE PLACE SHOWN BELOW.

THIS CERTIFICATE IS ISSUED UNDER THE SEAL OF THE COPYRIGHT OFFICE.

Date of Recordation
28Dec81

Volume 1917 Pages 303–306

Certification A May 1981 -- 30,000

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- (a) all copyright in and to the "Mother and Child" jewelry design specifically identified in the attached photocopy of the Copyright of Registration for the "Mother and Child", and
- (b) any and all renewals and extensions of such copyright that may be secured under the laws now or hereafter in the United States,

Assignee's successors and assigns to have and to hold the same for and during the existence of the copyright.

Further, in consideration of the aforementioned sum, Assignor agrees that all past and present royalties due Assignor under the contract entered into with the Kirchner Corporation on or about March 21, 1981, are hereby fully satisfied, and Assignor hereby discharges the Assignee from any further duty to Assignor for any future royalties Assignee may receive under the terms of the attached contract.

Assignor represents and warrants that she has granted no licenses nor made any commitments nor assigned, pledged, or otherwise encumbered the rights with respect to the "Mother and Child" copyright, other than that of the aforementioned contract with the Kirchner Corporation;

IN WITNESS WHEREOF, the Assignor has caused this assignment and settlement of all royalties to be signed this ____ day of October /3 ** , 1981.

Assignor: Mary Cay Holmes
Mary Cay Holmes

STATE OF Removes) ss

Subscribed and sworn to before me this /3td day of October, 1981.

Notary Public

ROBIN E. SEIDL

NOTARY PUBLIC - MINNESOTA

RAMISEY COUNTY

My Coroni Expires April 13, 1987

-2-

CERTIFICATE OF COPYRIGHT REGISTRATION

This certificate, issued under the seal of the Copyright Office in accordance with the provisions of section 410(a) of title 17, United States Code, attests that copyright registration has been made for the work identified below. The information in this certificate has been made a part of the Copyright Office records.

While L. Lada

FORM

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Σ author Σ other copyright claimant Σ owner of exclusive right(s) Σ authorized a	gent of J & M Sale	S Mary Cay Holmes or other copyright charmant, or owner of evaluation and an	3)
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"MOTHER AND CHILD" ASSIGNMENT

WHEREAS, Janel Russell, an individual residing in the State of Minnesota ("Russell"), is the owner of all copyright rights in and to the work entitled "Mother and Child" (the "Work") which was registered with the United States Copyright Office as an unpublished work on March 2, 1981 under registration number VAU 23-358 and for which an assignment of copyright rights from joint author Mary Cay Holmes to Russell was recorded with the United States Copyright Office on December 28, 1981 at volume 1917, pages 303-306, and which was registered with the United States Copyright Office as a published work on October 18, 1982 under registration number VA 111-110 with Russell as the sole copyright claimant (together the "Copyright Registrations");

WHEREAS, Russell has entered into a licensing agreement with Kirchner Corporation, a Minnesota corporation ("Kirchner"), granting Kirchner certain rights to manufacture and sell certain jewelry designs embodying the Work;

WHEREAS, Kirchner has claimed certain trademark rights in the mark "MOTHER AND CHILD" and has obtained United States trademark registration number 1,216,638 for this mark for use in connection with jewelry;

WHEREAS, Russell has contributed all of her rights in and to the Work to Janel Russell Designs, Inc., a Delaware corporation (the "Company"), in connection with the formation of the Company and her receiving an ownership interest in the Company;

WHEREAS, the license agreement with Kirchner has been assigned from Russell to the Company, and Kirchner has consented to such assignment; and

WHEREAS, Russell and the Company want to confirm said assignment of rights.

- 1. Russell has assigned and transferred to the Company all of her rights in and to the Work, of whatever nature, in any form and in market and media whether or not currently in existence, throughout the universe, in perpetuity, without royalties, including without limitation any trademark, service mark or trade dress rights and any goodwill appurtenant thereto, and any right, title and interest in any copyright and any right that may affix under any copyright law hereinafter in force and effect in the United States of America or in any other country or countries, including without limitation the Copyright Registrations, and any copies or derivative works thereof, without condition, limitation, or reservation.
- 2. Russell represents and warrants to the Company that the Work is wholly original and is not copied in whole or in part, and that the Work does not violate the right of privacy or publicity of, or defame, or infringe any copyright, trademark, service mark, trade dress, patent or other right of any person, firm, partnership or corporation or violate any applicable law. RUSSELL MAKES NO REPRESENTATIONS OR WARRANTIES AS TO ANY TRADEMARK, SERVICE MARK, OR TRADE DRESS RIGHTS THAT MIGHT EXIST OR THAT SHE MIGHT HAVE IN THE WORK OR THE NAME "MOTHER AND CHILD."

3. This Agreement constitutes the entire agreement between Russell and the Company with respect to the subject matter hereof and merges herein any and all statements, agreements, representations and promises, whether oral or written, with respect to the subject matters hereof. This Agreement may be modified only by a written agreement signed by both parties.

JANEL RUSSELL

Date: Signature: Signature:

STATE OF MINNESOTA

COUNTY OF HEAD EPIN

The foregoing instrument was acknowledged before me this 9th day of April, 1997, by Janel Russell, an individual.

Octor J. Riche Notary Public

M2:20060056.03

DEBRA L. RIEBE NOTARY PUBLIC - MINNESOTA My Commission Expires Jan. 31, 2000

ASSIGNMENT

WHEREAS, Janel Russell, a U.S. citizen and resident of the State of Minnesota (Assignor), is the author of the WORK entitled "Mother and Child Heart Pendant", and owns the entire right, title and interest in and to the copyright in the WORK; and

WHEREAS, Janel Russell Designs, Inc., a Minnesota corporation with its principal place of business at 2167 McMenemy Street, St. Paul, Minnesota 55117 (Assignee), desires to own the copyright in the WORK.

NOW, THEREFORE, in consideration of One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee and its successors, the entire right, title and interest in and to the copyright in the WORK, to be held and enjoyed by Assignee, its successors and assigns, to the end of the copyright term or of any extensions or renewals, as fully as the same would have been held and enjoyed by Assignor had this Assignment not been made.

IN WITNESS WHEREOF, Janel Russell has executed this Assignment this ________, 1998.

Janel Russell

STATE OF MINNESOTA

SS

COUNTY OF

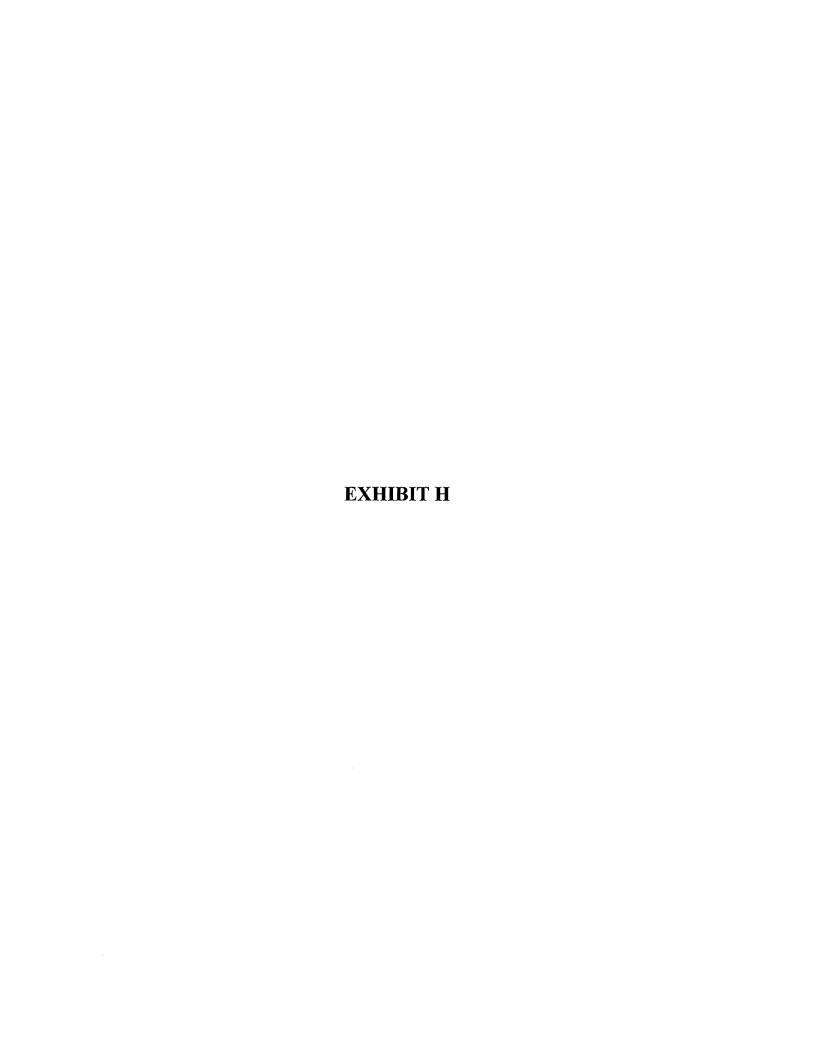
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Large Pets Promise Dog #1006007

Cat #1006008

Pet Promise Horse #1006033

\$14.99

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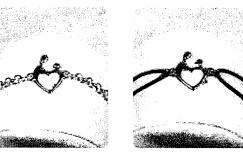
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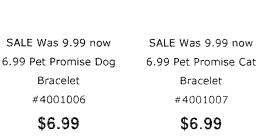


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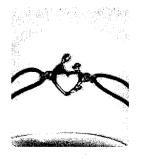






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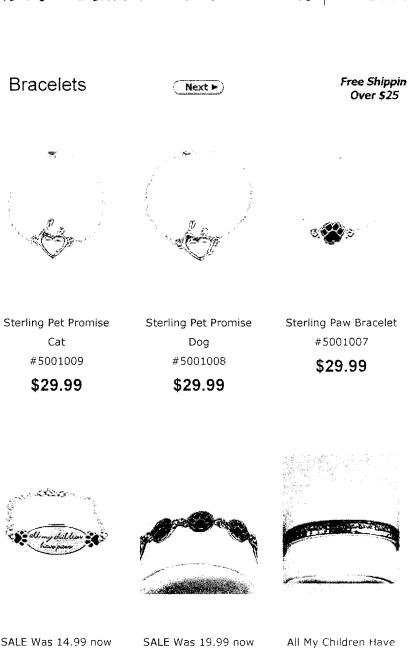
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15.99 Paw Print Bracelet #4001033

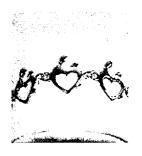
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All My Children Have Paws #4001019

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SALE Was 14.99 now 9.99 Pet Promise Cat Bracelet #4001018

\$9.99

SALE Was 14.99 now 9.99 Pet Promise Dog Bracelet #4001017

\$9.99

SALE Was 17.99 now 12.99 Pet Promise Dog Bracelet #4001016

\$12.99







SALE Was 17.99 now 12.99 Heart and Paw Bracelet #4001015

\$12.99

SALE Was 16.99 now 9.99 Paw Peace Bracelet #4001012

\$9.99

SALE Was 19.99 now 15.99 Yin & Yang Paw Bracelet #4001011

\$15.99







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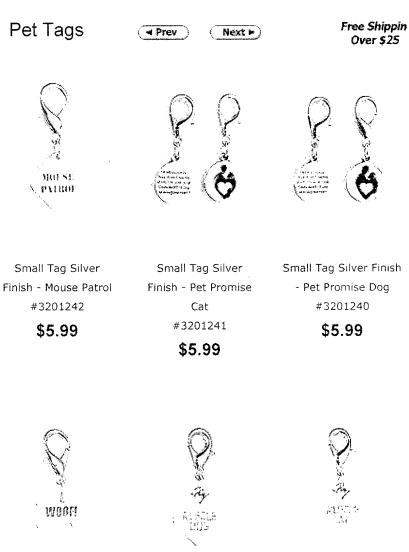
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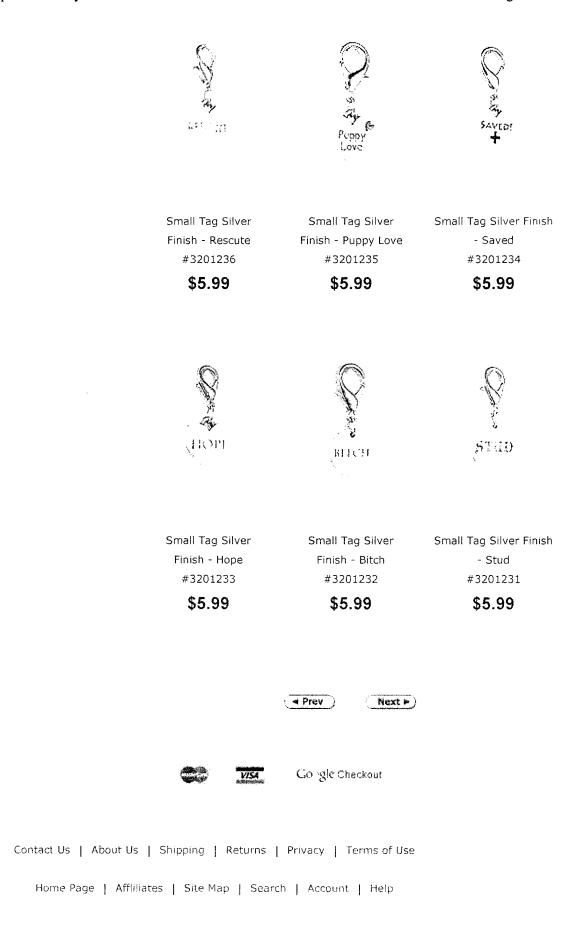


Small Tag Silver Finish - Woof #3201239

\$5.99

Small Tag Silver Finish - Rescue Dog #3201238

\$5.99



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Free Shippin

Over \$25



Pet Tags

Earrings

STERLING SILVER

KEY TAGS

Necklaces

Lapel Pins

Sterling Silver



Heart and Paw #5001001

\$49.95



Pet Promise Dog #5001005

\$39.95





Pet Promise Cat #5001006

\$39.95



Sterling Paw Bracelet #5001007

\$29.99



Sterling Pet Promise Dog

> #5001008 \$29.99

Sterling Pet Promise Cat

#5001009

\$29.99









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Earrings

Free Shippin Over \$25















Pet Promise Cat #7001012

\$6.99

Pet Promise Dog #7001011

\$6.99

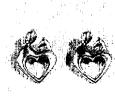
Pet Promise Dog #7001010

\$6.99









Pet Promise Cat #7001009

\$6.99

Pet Promise Horse #7001008

\$6.99

Pet Promise Horse #7001007

\$6.99







Paw Print Earrings #7001006

\$14.99

Paw Print Earrings #7001004

\$14.99

SALE Was 9.99 now 6.99 Paw Print Earrings #7001002

\$6.99







SALE Was 9.99 now 6.99 Paw Print Earrings #7001001

\$6.99

Peace & Paw Print #7001013

\$6.99





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Pins





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Medium Heart and Paw #2001059

\$6.99

Large Heart and Paw #2001058

\$8.99

Small Heart and Paw #2001057

\$4.99







Medium Heart and Paw #2001056

\$6.99

Large Heart and Paw #2001055

\$8.99

Small Heart and Paw #2001054

\$4.99







Medium Heart and Paw #2001053

\$6.99

Large Heart and Paw #2001052

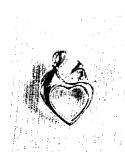
\$8.99

Greener Foot Print #2001051

\$6.99







Greener Foot Print #2001050

\$6.99

SALE Was 6.99 now 4.99 Peace Paw lapel pin #2001046

\$4.99

SALE Was 6.99 now 4.99 Pet Promise Horse Lapel Pin #2001045

\$4.99









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Free Shippin

Over \$25



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Per's Promise Pet Tags STERLING SILVER **Earrings** KEY TAGS Necklaces Lapel Pins



Pins







SALE Was 6.99 now 4.99 Pet Promise Horse Lapel Pin #2001044

\$4.99

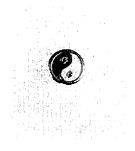
SALE Was 6.99 now 4.99 Yin and Yang Pin #2001040

\$4.99

SALE Was 6.99 now 4.99 Paw Pin #2001039

\$4.99







SALE Was 6.99 now 4.99 Paw Print Pin #2001037

\$4.99

SALE Was 6.99 now 4.99 Ying Yang Pin #2001036

\$4.99

SALE Was 6.99 now 4.99 Ying Yang Pin #2001035

\$4.99

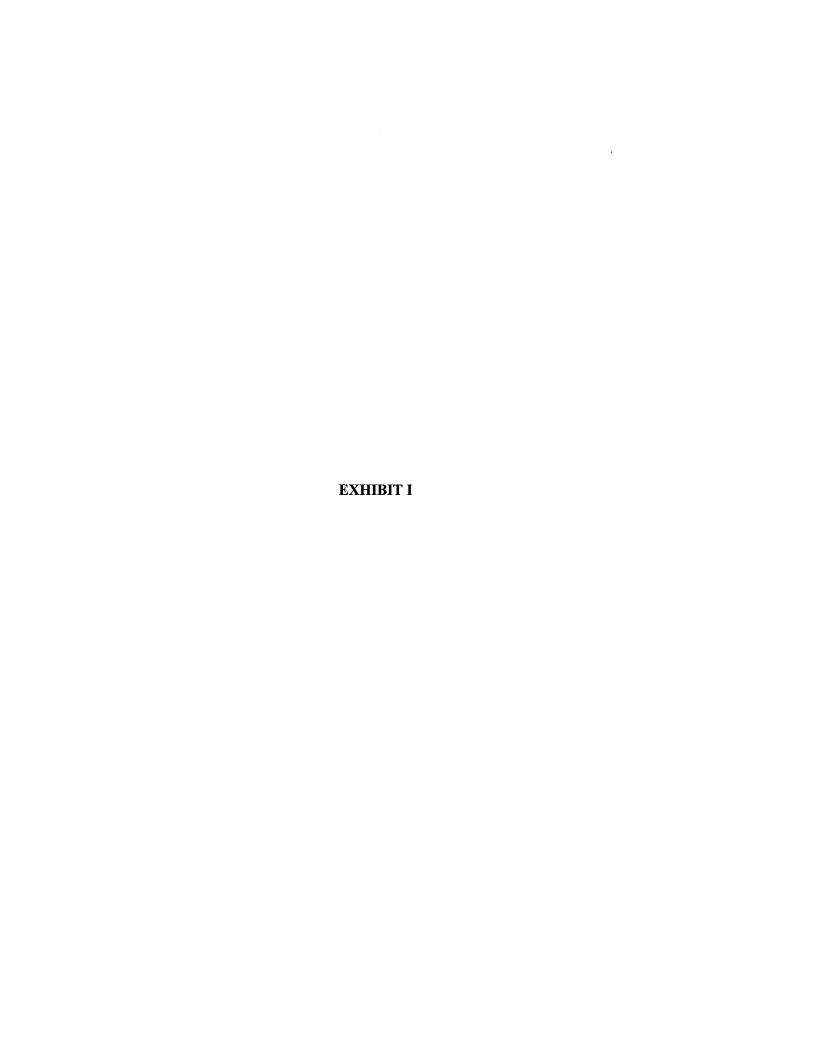


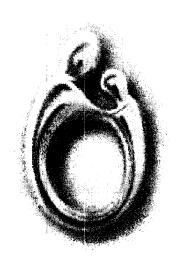
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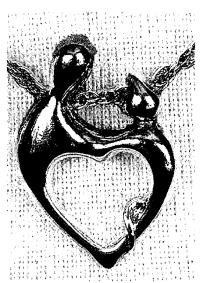
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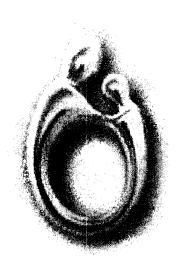




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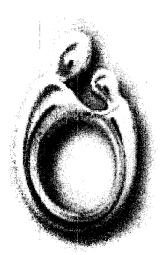
Pets Promise Cat (Item #1006002, 1006004, 1006006, 1006008, 4001001, 4001002, 4001005, 4001007, 4001008, 5001006, 5001009, 7001012 and 7001009)



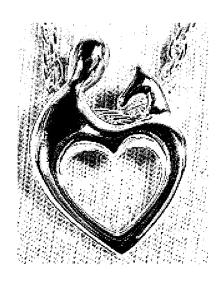
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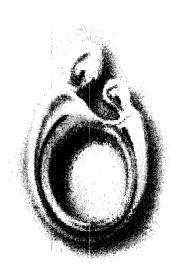
Medium Pets Promise Dog (Item #1006001, 1006003, 1006005, 1006007, 4001003, 4001006, 4001009, 4001017, 4001016, 5001005, 5001008, 7001091, 7001010)



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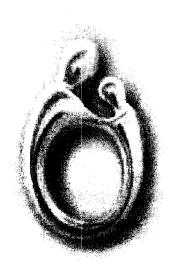
Pet Promise Horse (Items #1006033, 2001044, 2001045, 7001007, 7001008)



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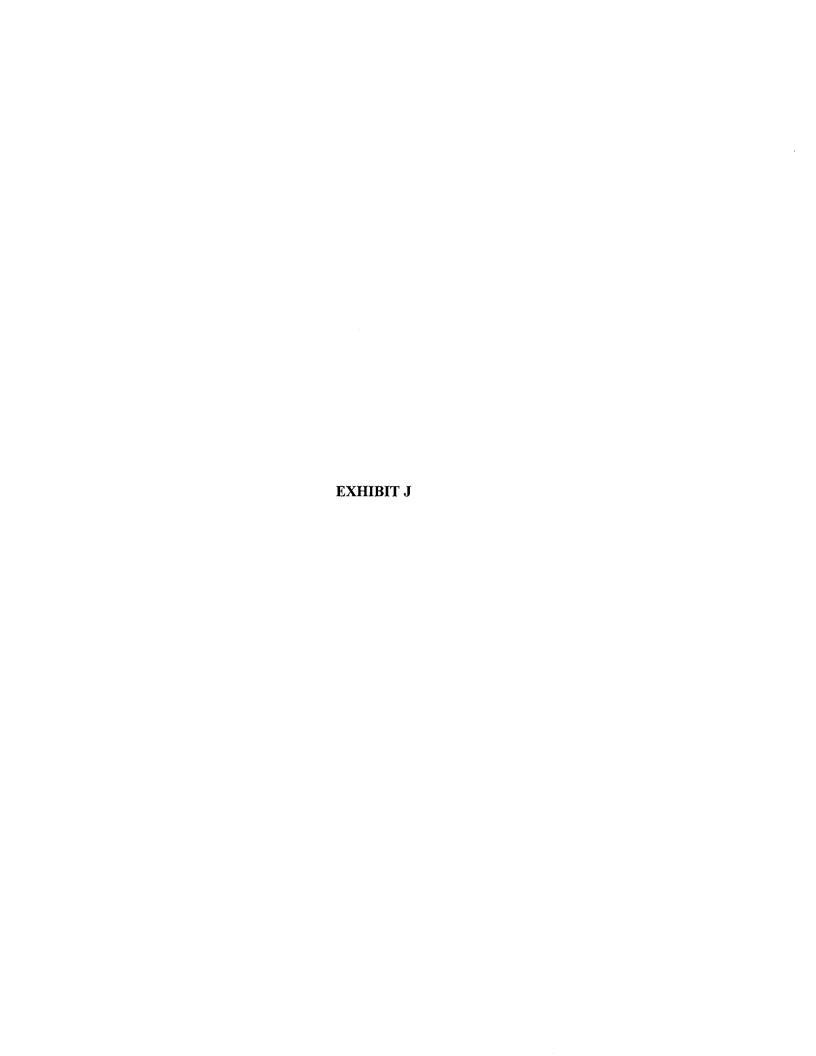
Lg.Tag Brass Finish- Pet's Promise Story (Dog) (Item #3001040, 3201040)

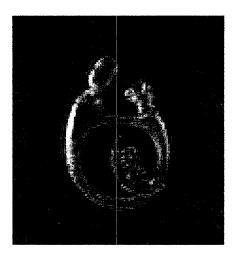


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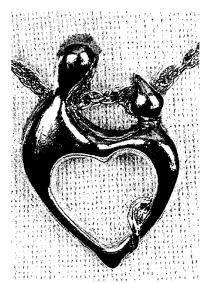


Lg. Tag Brass Finish- Pet's Promise Story (Item # 3001041, 3201041)

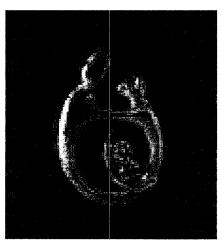




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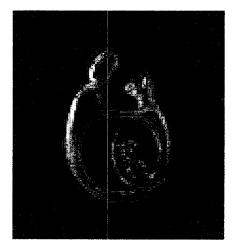
Pets Promise Cat
(Item #1006002, 1006004, 1006006,
1006008, 4001001, 4001002, 4001005,
4001007, 4001008, 5001006, 5001009,
7001012 and 7001009)



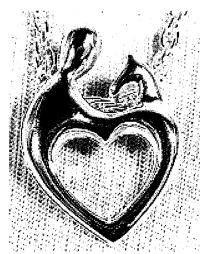
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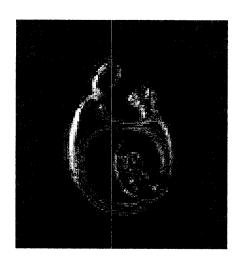
Medium Pets Promise Dog (Item #1006001, 1006003, 1006005, 1006007, 4001003, 4001006, 4001009, 4001017, 4001016, 5001005, 5001008, 7001091, 7001010)



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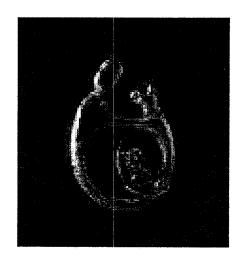
Pet Promise Horse (Items #1006033, 2001044, 2001045, 7001007, 7001008)



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Lg.Tag Brass Finish-Pet's Promise Story (Dog) (Item #3001040, 3201040)



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Lg. Tag Brass Finish- Pet's Promise Story (Item # 3001041, 3201041)