

06-17-1998

Form PTO-1554
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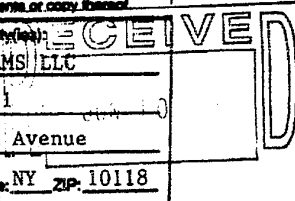


U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings
To the Honorable Commissioner

100740750

and original documents or copy thereof



1. Name of conveying party(ies):
 RGA Accessories, Inc.
 350 Fifth Avenue
 Suite 2101
 New York, NY 10001

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

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

2. Name and address of receiving party(ies):
 Name: WORLDWIDE DREAMS, LLC
 Internal Address: Suite 2101
 Street Address: 350 Fifth Avenue
 City: New York State: NY ZIP: 10118

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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

Execution Date: December 31, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Schedule A Attached

B. Trademark registration No.(s)
See Schedule A Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Naomi Rhodes
 Internal Address: 16th Floor
Shack & Siegel, P.C.
 Street Address: 530 Fifth Avenue
 City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41): \$ 340.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

06/16/1998 DCDATES
01 FC:481
02 FC:482

00000111 74711514
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 copy is a true copy of the original document.

Naomi Rhodes Naomi Rhodes 6/5/98
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (rev. 4/94)
 Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1741 FRAME: 0001

RGA ACCESSORIES, INC. REGISTRATIONS & APPLICATIONS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	SERIAL NUMBER	FILE DATE
OPTIMUM			74/711514	08/04/1995
BARONET (STYLIZED LETTERS)	0,691,094	01/12/1960	72/076,638	06/29/1959
BARONET	0,820,964	12/27/1966	72/237,293	01/26/1966
PACKITS	1,145,676	01/13/1981		
SMITHY	1,396,732	06/10/1986		
RGA (& DESIGN)	1,476,836	02/16/1988		
BARONET (STYLIZED LETTERS)	1,567,080	11/21/1989	73/747,361	08/22/1988
BARONET (STYLIZED LETTERS)	1,573,372	12/26/1989	73/800,972	05/18/1989
RGA AND DESIGN	1,720,158	09/29/1992		
BARONET AND CROWN DESIGN	1,727,554	10/27/1992	74/219,309	11/06/1991
BARONET/ CROWN DESIGN ONLY	1,727,552	10/27/1992	74/216,872	11/06/1991
BARONET BABY	1,798,688	10/12/1993	74/276,688	05/18/1992
OPTIMUM	1,975,105	05/21/1996	74/711513	08/04/1995

TRADEMARK ASSIGNMENT


WHEREAS, RGA Accessories, Inc., a corporation organized and existing under the laws of the state of Delaware, (hereinafter called the "Assignor"), has adopted and is using trademarks which are registered with the United States Patent and Trademark Office and which are identified on the attached Schedule A (hereinafter called the "Trademarks"); and

WHEREAS, Worldwide Dreams LLC, a limited liability company organized and existing under the laws of Delaware, (hereinafter called the "Assignee"), is desirous of acquiring the Trademarks, the registrations together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks pursuant to the terms of a certain Consolidation and Exchange Agreement dated December 31, 1997 between Assignor and Assignee.

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the Assignor, the Assignor by these presents hereby transfers, assigns and conveys unto the Assignee the entire right, title and interest in and to the Trademarks and the registrations, including the right to recover for past infringement of the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks and by the registrations of the Trademarks. This assignment is made in accordance with applicable law.

IN WITNESS WHEREOF, this assignment has been executed by a duly authorized officer of the Assignor as of the 31st day of December, 1997.

RGA ACCESSORIES, INC.

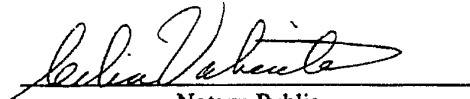
By: 
Geoffrey Gimbel,
Chief Financial Officer

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12/22/97 12:59pm

TRADEMARK
REEL: 1741 FRAME: 0003

State of New York)
: SS.:
County of New York)

On December 31, 1997 before me personally appeared Geoffrey Gimbel, to me known who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of RGA Accessories, Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto under the authority of the board of directors of said corporation.



Notary Public

CELIA VALIENTE
Notary Public, State of New York
No. 31-4724657
Qualified in New York County
Commission Expires March 30, 1998

RGA ACCESSORIES, INC. REGISTRATIONS & APPLICATIONS

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OPTIMUM	1,975,105	05/21/1996	74/711513	08/04/1995

RECORDED: 06/10/1998

 TRADEMARK
 REEL: 1741 FRAME: 0005

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