

Tab Settings

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attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):
D. Glasgow & Sons, Inc.

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

Additional names of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Happy Kids, Inc.

Internal Address: _____

Street Address: 100 West 33rd Street
Suite 1100

City: New York State: NY ZIP: 10001

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation-State: New York
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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: April 13, 1999

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

A. Trademark Application No.(s)
75/532,640

B. Trademark registration No.(s)
1,428,447 1,330,950 1,336,772
1,367,720 1,761,433

Additional numbers attached? Yes No

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

Name: Michael L. Dever

Internal Address: Buchanan Ingersoll, P.C.

Street Address: 301 Grant Street
20th Floor

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/06/1999 MTHAI1 00000215 75532640

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Michael L. Dever
Name of Person Signing

Michael L. Dever
Signature

6/30/99
Date

Total number of pages comprising cover sheet: 4

TRADEMARK ASSIGNMENT

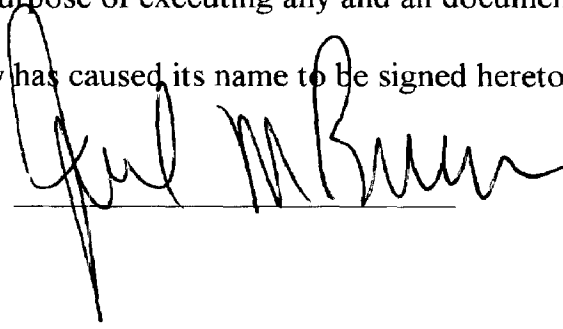
This is a TRADEMARK ASSIGNMENT having an effective date of April 13, 1999, between D. Glasgow & Sons, Inc., a New York corporation having a principal place of business at 100 West 33rd Street, Suite 821, New York, New York 10001 (hereinafter referred to as "Assignor"), and Happy Kids, Inc., a New York corporation having a principal place of business at 100 West 33rd Street, Suite 1100, New York, New York 10001 (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the owner of certain registered trademarks and pending applications for trademark including those set forth in attached Schedule A (the "Trademarks");

WHEREAS, pursuant to an Asset Purchase Agreement entered into on April 13, 1999 between the parties, Assignor has agreed to sell, and Assignee has agreed to purchase said Trademarks, including the goodwill associated therewith;

NOW, THEREFORE, for consideration previously provided and hereby acknowledged, Assignor hereby transfers to Assignee all right, title and interest in and to the Trademarks and the goodwill associated therewith and further including the right to sue for and recover for past damages.

IN WITNESS WHEREOF, Assignor, having previously granted a Special Power of Attorney to Assignee on April 13, 1999 for the purpose of executing any and all documents necessary for the transfer of the Trademarks, hereby has caused its name to be signed hereto.




STATE OF NEW YORK

:
: SS:
:

COUNTY OF New York

On this 22 day of June, 1999, before me personally came JACK M. BENON, to me known, who being duly sworn, did depose and say that he is president of Happy Kids, Inc. and that he executed the above Assignment on behalf of D. Glasgow & Sons, Inc. pursuant to a Special Power of Attorney executed April 13, 1999.



Notary Public

[NOTARIAL SEAL]

STUART BENDER
Notary Public, State of New York
No. 4982260
Qualified in Nassau County
Term Expires May 28, 2001

SCHEDULE A

REGISTRATIONS

<u>MARKS</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
BULL FROG & Design	1,428,447	02/10/87
BULL FROG KNITS & Design	1,367,720	10/29/85
CHAMP & Design	1,330,950	04/16/85
HEARTS & Design	1,761,433	03/30/93
LITTLE CHAMP & Design	1,336,772	05/21/85

PENDING APPLICATIONS

<u>MARKS</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
BULL FROG	75/532,640	08/07/98