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U.S. Patent & TMOtc/TM Mail Rpt Dt. #26

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Tab settings

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

1. Name of conveying party(ies): 2-4-02 MBI Merchandise Industries, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State New Jersey [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: MCS Industries, Inc. Internal Address: Street Address: 2280 Newlins Mill Road City: Easton State: PA Zip: 18045 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Pennsylvania [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: January 10, 2001

4. Application number(s) or registration number(s): A. Trademark Application No. (s) B. Trademark Registration No.(s) See Attached Exhibit "A" Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jordan A. LaVine, Esquire Internal Address: Akin, Gump, Strauss Hauer & Feld, LLP Street Address: One Commerce Sq., 22nd Floor 2005 Market Street City: Phila State: PA Zip: 19103

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) ... \$140.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: pl charge any deficiency or credit any overpymt to AC# 50-1071 (Attach duplicate copy of this page if paying by deposit account)

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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. Jordan A. LaVine Name of Person Signing Signature Date 1/18/02

Total number of pages including cover sheet, attachments, and document 3

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

01 FC:481

40.00 OP

02 FC:482

100.00 OP

TRADEMARK REEL: 002444 FRAME: 0717

EXHIBIT B

<u>Trademark</u>	<u>Registration No.</u>
BIG MAX	1,696,044
LEATHER WORKS BY SOMERSET	1,650,742
SOMERSET	1,609,783
THE PHOTO PLACE	1,609,783
MBI THE ALBUM PEOPLE	1,475,910



02-04-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #28

ASSIGNMENT OF TRADEMARKS

WHEREAS, MBI MERCHANDISE INDUSTRIES, INC., a New Jersey corporation having a principal place of business at 285 Pierce Street, Somerset, New Jersey 08873 ("MBI"), has used and is using in its business the trademarks shown in Exhibit A hereto, and such trademarks are the subject of the corresponding registrations in the U.S. Patent and Trademark Office.

WHEREAS, MCS INDUSTRIES, INC., a Pennsylvania corporation having a principal place of business at 2280 Newlins Mill Road, Easton Pennsylvania 18045 ("MCS"), pursuant to the terms of the "Asset Purchase Agreement" entered into by MBI and MCS, is desirous of acquiring all right, title and interest in the trademarks together with the goodwill of the business symbolized by the trademarks and the registrations therefor,

WHEREAS, it is desired that the assignment of the marks be made of record in the U.S. Patent and Trademark Office, and other appropriate Patent and Trademark Offices.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, MBI hereby assigns to MCS all right, title and interest in and to the trademarks and registrations therefor, together with the goodwill of the business symbolized by the trademarks.

MBI MERCHANDISE INDUSTRIES, INC.

By: [Signature]

Title: PRESIDENT

Dated: JAN 10 2002