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Form PTO-1594 (Rev. 06/04)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

OMB Collection 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Modell's, Inc.

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

Citizenship (see guidelines) Delaware

Execution Date(s) March 3, 2004

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Modell's II, Inc.

Internal Address:

Street Address: 498 7th Ave., 20th Floor

City: New York

State: NY

Country: USA Zip: 10018-6701

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,758,535 2,672,448 2,632,219

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Neil A. Burstein

Internal Address: Law Offices Neil A. Burstein

Street Address: 370 Lexington Ave, Suite 505

City: New York

State: NY Zip: 10017

Phone Number: (212) 545-9514

Fax Number: (212) 681-6157

Email Address: NABESQ1@AOL.COM

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 240

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

a. Credit Card Last 4 Numbers 3879  
Expiration Date 05/06

b. Deposit Account Number

Authorized User Name

9. Signature:

Neil A. Burstein

Signature

Sept 13, 2004

Date

Neil A. Burstein

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 506-5885, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$240.00 2758535

4. Registration number(s) and identification or description of the Trademark.

1. TEAM WEEK Reg. No. 2,758,535

RETAIL STORE SERVICES IN THE FIELD OF MEN'S, WOMEN'S AND CHILDREN'S SPORTING GOODS, FOOTWEAR AND APPAREL, FEATURING IN-STORE BONUSES/INDUCEMENTS, INCENTIVE AWARDS AND GIVEAWAY PROGRAMS FOR CUSTOMERS

2. MO'S SPORTS CLUB S C Reg. No. 2,672,448

ATHLETIC AND SPORTS APPAREL AND ACCESSORIES, NAMELY, GYM SHORTS, OVERALLS, BASEBALL SHIRTS, POLO SHIRTS, T-SHIRTS, SWEATSHIRTS, BASEBALL JERSEYS, OUTERWEAR JACKETS, BASEBALL CAPS, BATHING SUITS, JOGGING SUITS, WRISTBANDS, SOCKS AND FOOTWEAR

3. MAJOR SPORT Reg. No. 2,632,219

Sporting goods and sports equipment and accessories, namely, badminton game playing equipment, manually operated exercise equipment, fitness equipment, namely stair-stepping and rowing machines, and gymnastic apparatus, hockey equipment namely hockey sticks, hockey pucks, ice and field hockey goalie pads, hockey gloves, roller skates, in-line skates, sport balls, sport gloves for use in weight-lifting, weight lifting equipment namely belts, benches and bench accessories, weight-lifting machines and barbell sets

4. MO'S SPORTS CLUB Reg. No. 2,428,782

ATHLETIC AND SPORTS APPAREL AND ACCESSORIES, NAMELY, GYM SHORTS, OVERALLS, BASEBALL SHIRTS, POLO SHIRTS, T-SHIRTS, SWEATSHIRTS, BASEBALL JERSEYS, OUTERWEAR JACKETS, BASEBALL CAPS, BATHING SUITS, JOGGING SUITS, WRISTBANDS, SOCKS AND FOOTWEAR

5. MVP MODEL'S VALUE PLAN Reg. No. 2,292,322

RETAIL STORE SERVICES IN THE FIELDS OF MEN'S, WOMEN'S AND CHILDREN'S SPORTING GOODS, FOOTWEAR AND APPAREL FEATURING A FREQUENT BUYER PLAN FOR INCENTIVE AWARDS

6. MVP MODELL'S VALUE PLAN Reg. No. 2,176,220

retail store services in the field of men's, women's and children's sporting goods, footwear and apparel featuring a frequent buyer plan for incentive awards

7. MVP MODELL'S VALUE PLAN Reg. No. 2,188,817

retail store services in the fields of men's women's and children's sporting goods, footwear and apparel featuring a frequent buyer plan for incentive awards

8. MODELL'S Reg. No. 2,197,049

retail store services in the fields of men's, women's and children's sporting goods, footwear and apparel

9. MODELL'S SPORTING GOODS Reg. No. 2,188,816

retail store services in the fields of men's, women's and children's sporting goods, footwear and apparel

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Fax Server

## ASSIGNMENT OF TRADEMARK REGISTRATIONS

WHEREAS, Modell's, Inc., a Delaware Corporation, located at 498 Seventh Avenue, 20<sup>th</sup> Floor, New York, NY, 10018-6701, has adopted, used, and is using the trademarks set forth below, for which it owns registrations in the United States Patent and Trademark Office ("Marks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TEAM WEEK	2,758,535	September 2, 2003
MO'S SPORTS CLUB S C	2,672,448	January 7, 2003
MAJOR SPORT	2,632,219	October 8, 2002
MO'S SPORTS CLUB	2,428,782	February 13, 2001
MVP MODELL'S VALUE PLAN	2,292,322	November 16, 1999
MVP MODELL'S VALUE PLAN	2,176,220	July 28, 1998
MODELL'S MVP VALUE PLAN	2,188,817	September 15, 1998
MODELL'S	2,197,049	October 20, 1998
MODELL'S SPORTING GOODS	2,188,816	September 15, 1998

WHEREAS, Modell's II, Inc., a Delaware Corporation, located at 498 Seventh Avenue, 20<sup>th</sup> Floor, New York, NY, 10018-6701, is desirous of acquiring said trademarks and the registrations thereof;

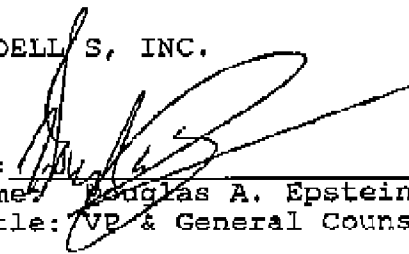
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Modell's, Inc. does hereby assign to Modell's II, Inc. all right, title, and interest in and to said Marks, together with the goodwill of the business symbolized by and associated with the Marks, and the above-identified registrations of said Marks, said

assignment being Nunc Pro Tunc as of April 30, 2000.

IN WITNESS WHEREOF, the undersigned have executed this assignment this 3rd day of March 2004.

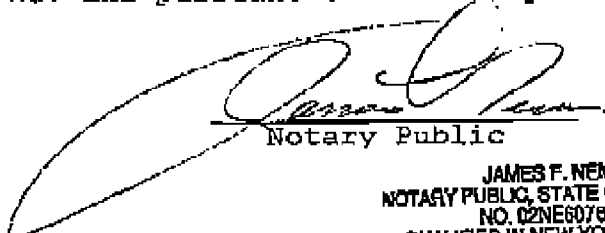
ASSIGNOR:

MODELL'S, INC.

By:   
 Name: Douglas A. Epstein  
 Title: VP & General Counsel

State of New York    )  
                                   ss  
 County of New York    )

On this day of 3<sup>rd</sup> day of March 2004, before me appeared Douglas A. Epstein, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of assignee Modell's, Inc. and pursuant to authority duly received.

  
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 Notary Public

JAMES F. NEMIA  
 NOTARY PUBLIC, STATE OF NEW YORK  
 NO. 02NEG076550  
 QUALIFIED IN NEW YORK COUNTY  
 COMMISSION EXPIRES JUN. 24, 2006

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