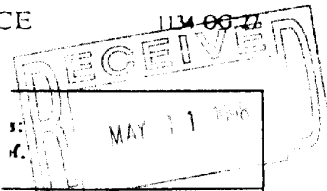


MD 5-11-98

06-01-1998



TRADEMARKS ONLY		To the Honorable Comptroller Please record the attached		100722762	
1. Name of Party(ies) conveying an interest: Theresa Smerud		2. Name and Address of Party(ies) receiving an interest: Name: <u>Beyond Conception, Inc.</u> Internal Address: _____ Street Address: <u>4220 Beltwood Parkway, #107</u> City: <u>Dallas</u> State: <u>Texas</u> Zip: <u>75244</u>			
Entity: <input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____		Entity: <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <input type="checkbox"/> Citizenship _____			
3. Interest Conveyed: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Other _____		If not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(The attached document must not be an assignment)</small>			
4. Application number(s) or registration number(s). Additional sheet attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
A. Trademark Application No.(s) 74/485,144			B. Trademark Registration No.(s)		
05/29/1998 DCOATES 00000030 74485144 01 FD:481 40.00 OF					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Peter E. Nussbaum</u> Internal Address: _____ Street Address: <u>405 Murray Hill Parkway</u> City: <u>East Rutherford</u> State: <u>New Jersey</u> Zip: <u>07073</u>		6. Number of applications and registrations involved: One (1)			
		7. Amount of fee enclosed or authorized to be charged: \$40.00			
		8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 06-2143			
DO NOT USE THIS SPACE					
9. Date of execution of attached document <u>April 19, 1996</u>					
10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:					
		<u>May 7, 1998</u> Date			
		<u>Peter E. Nussbaum</u> Name of Person Signing			
Signature		Name of Person Signing			

ASSIGNMENT

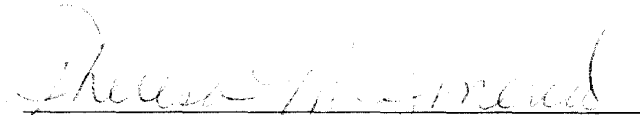
THERESA SMERUD (Assignor), of 1525 Main Street, LaCrosse, Wisconsin 54601, has adopted, used and is using the mark KIDSKINS contained in the United States, Trademark Application No. 74/485,144 filed February 1, 1994.

BEYOND CONCEPTION, INC. (Assignee) of 4220 Beltwood Parkway, #101, Dallas, Texas 75244 wants to acquire the mark.

For good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the mark, together with the good-will of the business symbolized by the mark and the above identified trademark application.

In consideration of the assignment and other good and valuable consideration, the Assignee agrees to indemnify, defend and hold harmless Assignor from any claims against Assignor arising out of Assignee's use of said mark.

Executed the 19th day of April, 1996, and re-executed this 2 day of March, 1998.



THERESA SMERUD, Assignor

H1995A:214281-1
016648:0030

RECORDED: 05/11/1998

TRADEMARK
REEL: 1732 FRAME: 0324