

06-04-1998

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Atty. Dkt. No. 25771/04000



100728120

To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, DC 20503, and all documents or copy thereof.

<p>1. Name of conveying party(ies): TRANSAMERICA MAILINGS, INC.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of Ohio  <input type="checkbox"/> Other _____</p> <p>Additional names of conveying party(ies) attached?  <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p> <hr/> <p>3. Nature of Conveyance</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 31, 1998</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>TRANSAMERICA HOLDINGS, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: _____  <u>6864 Engle Road</u>  City <u>Cleveland</u>  State <u>Ohio</u> Zip <u>44130</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <u>Delaware LLC</u></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> yes    <input checked="" type="checkbox"/> no</p>																
<p>4. Application number(s) or patent number(s):</p> <table border="0"> <tr> <td>A. Trademark Application No(s).</td> <td>B. Trademark Registration No(s).</td> </tr> <tr> <td>75/209,266      75/133,455</td> <td>Registration Nos.: 1,216,804      1,205,801      1,947,383</td> </tr> <tr> <td>75/213,499</td> <td>1,210,115      1,129,236      2,013,816      2,008,476</td> </tr> <tr> <td>74/655,755</td> <td>1,986,356      1,981,673      1,991,904      1,968,813</td> </tr> <tr> <td>75/391,883</td> <td>2,143,150      1,458,832      1,967,251      1,821,405</td> </tr> <tr> <td>75/224,130</td> <td>1,973,313      1,883,648      1,079,997      1,602,435</td> </tr> <tr> <td>75/224,128</td> <td>2,098,273      2,031,231      2,053,462      1,835,389</td> </tr> <tr> <td>75/205,367</td> <td>1,796,692</td> </tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>		A. Trademark Application No(s).	B. Trademark Registration No(s).	75/209,266      75/133,455	Registration Nos.: 1,216,804      1,205,801      1,947,383	75/213,499	1,210,115      1,129,236      2,013,816      2,008,476	74/655,755	1,986,356      1,981,673      1,991,904      1,968,813	75/391,883	2,143,150      1,458,832      1,967,251      1,821,405	75/224,130	1,973,313      1,883,648      1,079,997      1,602,435	75/224,128	2,098,273      2,031,231      2,053,462      1,835,389	75/205,367	1,796,692
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jeanne Longmuir  Calfee, Halter &amp; Griswold LLP  800 Superior Avenue - Suite 1400  Cleveland, Ohio 44114-2688</p> <hr/> <p>Certificate of Mailing</p> <p>I hereby certify that this correspondence is being deposited on <u>5/21/98</u> with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.</p> <p><i>Jeanne Longmuir</i>  (Signature)</p>	<p>6. Total number of applications and registrations involved: <u>32</u></p> <hr/> <p>7. Total fee (37 CFR 3.41):      <u>\$815.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input checked="" type="checkbox"/> Total Fee Due  <input type="checkbox"/> Any deficiencies in the enclosed fees.</p> <hr/> <p>8. Deposit account number: <u>03-0172</u>  <input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>																
<p>06/03/1998 JSHARAZZ 00000140 75209266</p> <p>01 FC:481      40.00 OP  02 FC:482      775.00 OP</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>																	
<p>9. Statement and signature</p> <p>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.</p> <p><u>Jeanne Longmuir</u>  Name of Person Signing      <i>Jeanne Longmuir</i>      Signature</p> <p><u>5/21/98</u>  Date</p> <p>Total number of pages comprising transmittal: <u>1</u></p>																	

TRADEMARK

REEL: 1734 FRAME: 0789

## ASSIGNMENT OF TRADE NAMES AND TRADEMARKS

THIS ASSIGNMENT OF TRADE NAMES AND TRADEMARKS effective as of March 31, 1998 by TRANSAMERICA MAILINGS, INC., an Ohio corporation ("Assignor"), in favor of TRANSAMERICA HOLDINGS, LLC, a Delaware limited liability company ("Assignee"), is to evidence the following agreements and understandings:

### WITNESSETH:

WHEREAS, Assignee has agreed to purchase substantially all of Assignor's properties, rights and assets pursuant to an Asset Purchase Agreement (the "Purchase Agreement") dated March 31, 1998, by and among Assignee, as buyer, Assignor, as seller and Avrum Katz, the sole shareholder of Assignor; and

WHEREAS, Assignor owns the trade names and trademarks described in Exhibit "A" attached hereto (collectively, the "Intellectual Property"); and

WHEREAS, Assignor desires to assign to Assignee Assignor's entire right, title and interest in and to the Intellectual Property.


NOW, THEREFORE, in consideration of One Dollar (\$1.00), and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged:

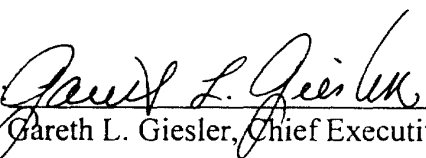
1. Assignor hereby sells, assigns, transfers and sets over unto Assignee all of its right, title and interest in and to the Intellectual Property and the use thereof throughout the world, together with the goodwill pertaining to said Intellectual Property and all applications and registrations thereof and all claims for damages by reason of infringement of said Intellectual Property, with the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

2. Assignor agrees to execute and deliver to Assignee, upon request, all such further documents, instruments and other writings which Assignee reasonably requests to effectuate the assignments set forth herein.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trade Names and Trademarks as of the date first above written.

TRANSAMERICA MAILINGS, INC.    TRANSAMERICA HOLDINGS, L.L.C.

By:   
Avrum Katz, President

By:   
Gareth L. Giesler, Chief Executive Officer

“Assignor”

"Assignee"

## EXHIBIT A

### U.S. Registered Trademarks

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
ANTHONY RICHARDS	1,216,804	11/16/82
ANTHONY RICHARDS	1,205,801	08/17/82
BETTER THAN SUN	1,947,383	01/09/96
BEAUTIFUL BEGINNINGS	1,210,115	09/21/82
BEAUTY BUY BOOK	1,129,236	01/15/80
BUNDLE OF JOY	2,013,816	11/05/96
D'ORSINI	2,008,476	10/15/96
D'ORSINI	1,986,356	07/09/96
D'ORSINI	1,981,673	06/18/96
D'ORSINI	1,991,904	08/06/96
D'ORSINI	1,968,813	04/16/96
FOOT WISE	2,143,150	03/10/98
HELENA WINDSOR	1,458,832	09/22/87
LIP MAGIC	1,967,251	04/09/96
LOVING CHOICE	1,821,405	02/15/94
MAGIC LIFT	1,973,313	05/07/96
MEMORYWARE	1,883,648	03/14/95
NANCY STONE'S CONSUMER SHOPPING GUIDE <sup>1</sup>	1,079,997	12/20/77
PHILIPPE MARCEL	1,602,435	06/19/90
RXLIFE	2,098,273	09/16/97
RXLIFE	2,031,231	01/14/97
TONIGHT, TONIGHT	2,053,462	04/15/97
WINDSOR	1,835,389	05/10/94
YOUTH FORMULA	1,796,692	10/05/93

### U.S. Pending Trademarks

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
COLD-B-GONE	75/209,266	12/06/96
COLD-X	75/213,499	12/16/96
HEALTH SOLUTIONS	74/655,755	04/05/95
JUST GIFTS	75/391,883	11/18/97
PAIN ELIMINATOR	75/224,130	01/10/97
PAIN ZAPPER	75/224,128	01/10/97
STIMULEX	75/205,367	11/27/96
STIMULEX	75/133,455	07/12/96

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<sup>1</sup> Mark allowed to lapse 12/20/97.

Ohio Trade Names

<u>Trade Name</u>	<u>Recordation</u>	<u>Filing Date</u>
ANTHONY RICHARDS	Roll 5711, Frame 0322	11/25/96
BEAUTY BOUTIQUE	Roll 5711, Frame 0326	11/25/96
BEAUTIFUL BUYS FASHIONS <sup>2</sup>	Roll 5178, Frame 0175	06/12/95
LINGERIE PLACE	Roll 5711, Frame 0329	11/25/96
LINGERIE WAREHOUSE	Roli 5711, Frame 0332	11/25/96
PHILIPPE MARCEL	Roll 5535, Frame 1060	05/16/96
STIMULEX	Roll 5711, Frame 0335	11/25/96

Other Trade Names (DBAs)

ANTHONY RICHARDS  
BEAUTY BOUTIQUE  
BUNDLE OF JOY  
C & K ADVERTISING  
C & K BABY PRODUCTS  
CHILD ART STUDIOS  
FAMILY VALUE SHOPPER  
HEALTHY LIVING  
INSIDER DISCOUNT SHOPPING CLUB  
LINGERIE PLACE  
LINGERIE WAREHOUSE  
LOVING CHOICE BABY PRODUCTS  
MEMORY WARE  
MOTHER'S PLACE  
NURSES' CHOICE  
PHILIPPE MARCEL  
STIMULEX  
STORK KIT, INC.  
TAM  
TRANSAMERICA MAILINGS, INC.  
VALUE WAREHOUSE  
WINDSOR COLLECTION

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<sup>2</sup> This trade name historically had been used in connection with the Sears Catalog but was not being used by Assignor as of the Closing Date.

**Canada Trademarks**

<b><u>Mark</u></b>	<b><u>Registration Number</u></b>	<b><u>Registration Date</u></b>
ANTHONY RICHARDS	TMA291,640	06/08/84
WINDSOR	TMA415,149	08/06/93

**Canada Pending Trademarks**

<b><u>Mark</u></b>	<b><u>Application Number</u></b>	<b><u>Application Date</u></b>
D'ORSINI	0783,503	05/19/95

**United Kingdom Pending Trademarks**

<b><u>Mark</u></b>	<b><u>Application Number</u></b>	<b><u>Application Date</u></b>
HEALTHY LIVING	2050558	01/09/96