

06-17-1998

Form PTO-1584
1-31-97

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

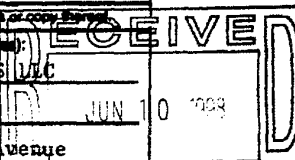


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To the Honorable Commission

100740749

original document or copy thereof



1. Name of conveying party(ies):

B.H. Smith, Inc.
10 West 33rd Street
New York, NY 10001

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 1997

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

Name: WORLDWIDE DREAMS LLC
Internal Address: Suite 2101
Street Address: 350 Fifth Avenue
City: New York State: NY ZIP: 10118

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
See Schedule A Attached

B. Trademark registration No.(s)

See Schedule A Attached

Additional numbers attached? Yes No

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

Name: Naomi Rhodes
Internal Address: 16th Floor
Shack & Siegel, P.C.

Street Address: 530 Fifth Avenue

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41):

\$ 315.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

06/16/1998 DCOATES

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DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
275.00 DP

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.

Naomi Rhodes
Name of Person Signing

Naomi Rhodes
Signature

6/5/98
Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

REEL: 1741 FRAME: 0006

B.H. SMITH, INC. REGISTRATIONS & APPLICATIONS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	SERIAL NUMBER	FILE DATE
ANIMAL PAKS			75/013867	11/02/1995
ANIMAL PAKS BY SMITH KIDZ WE ARE BACKPACKS FUN TIME AND DESIGN			75/023383	11/22/1995
ANIMAL PAKS BY B.H. SMITH AND DESIGN			75/024197	11/27/1995
BARNYARD FRIENDS BEANIES			75/313611	06/19/1997
BARNYARD FRIENDS			75/977133	03/24/1997
BARNYARD FRIENDS			75/261941	03/24/1997
B.H. SMITH U.S.A.	1696092	06/23/1992	74/117612	11/23/1990
OGGI DOMANI ITALY	1747111	01/19/1993	74/117486	11/23/1990
VIA PIAGGI	1872501	01/10/1995	74/492922	11/04/1994
SMITH KIDZ	2003573	09/24/1998	74/595019	11/04/1994
CARLO D'SANTI	2005058	10/01/1996	74/601647	11/24/1994
WALLOT	2032213	01/21/1997	75/066870	03/04/1996

TRADEMARK ASSIGNMENT

WHEREAS, B.H. Smith, Inc., a corporation organized and existing under the laws of the state of Illinois, (hereinafter called the "Assignor"), has adopted and is using trademarks which are registered with the United States Patent and Trademark Office and which are identified on the attached Schedule A (hereinafter called the "Trademarks"); and

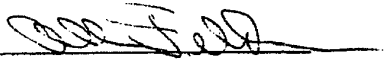
WHEREAS, Worldwide Dreams LLC, a limited liability company organized and existing under the laws of Delaware, (hereinafter called the "Assignee"), is desirous of acquiring the Trademarks, the registrations together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks pursuant to the terms of a certain Consolidation and Exchange Agreement dated December 31, 1997 between Assignor and Assignee.

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the Assignor, the Assignor by these presents hereby transfers, assigns and conveys unto the Assignee the entire right, title and interest in and to the Trademarks and the registrations, including the right to recover for past infringement of the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks and by the registrations of the Trademarks. This assignment is made in accordance with applicable law.

IN WITNESS WHEREOF, this assignment has been executed by a duly authorized officer of the Assignor as of the 31st day of December, 1997.

B.H. SMITH, INC.

By: _____


Allan Feldman,
President

B.H. SMITH, INC. REGISTRATIONS & APPLICATIONS

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RECORDED: 06/10/1998

 TRADEMARK
 REEL: 1741 FRAME: 0010