

08-27-1998



100806270

To the Honorable Commissioner of the attached original documents or copy thereof.

1. Name of conveying party(ies):
Designs on Sterling, Inc.

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

Additional names(s) of conveying party(ies) Yes No

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

Name: **Victoria Acquisition Group, Inc.**

Internal Address: _____

Street Address: **30 Jefferson Park Road**

City: **Warwick** State: **RI** ZIP: **02888**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Rhode Island**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **February 28, 1997**

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

A. Trademark Application No.(s)

75/033,867 D&S logo
75/164,802 HUGGABLE FLIPS

Additional numbers

B. Trademark Registration No.(s)

2,056,360 (75/048,817) HUGGABLE EARS
2,070,874 (75/085,943) HAVE YOU HUGGED YOUR EARS TODAY

Yes No

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

Name: **Elliot A. Salter, Esq.**

Internal Address: **SALTER & MICHAELSON**

Street Address: **321 South Main Street**

City: **Providence** State: **RI** ZIP: **02903**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

19-0120 (any balance or credit)

08/26/1998 INHOVEN 00000268 2056360 DO NOT USE THIS SPACE
01 FC:481 40.00 OP
02 FC:482 75.00 OP

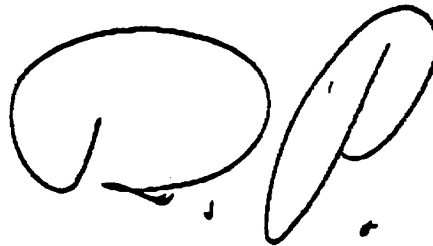
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gretel Kelly *Gretel Kelly* **August 19, 1998**
Name of Person Signing Signature Date

SCHEDULE A
Intellectual Property

The trademarks described as follows:

<u>MARK</u>	<u>FILING DATE</u>	<u>SERIAL NO.</u>
D&S Logo	December 18, 1995	75/033,867
Huggable Ears	January 26, 1996	75/048,817
Have You Hugged Your Ears Today	April 9, 1996	75/085,943
Huggable Flips	September 12, 1996	75/164,802



ASSIGNMENT

WHEREAS, DESIGNS ON STERLING, INC., an Illinois corporation, having an address at 1556 W. Carroll Street, Chicago, Illinois 60607 (hereinafter ASSIGNOR), is or may be the sole and exclusive owner of the trademarks listed on the attached Schedule A, and the registrations therefor (hereinafter the MARKS):

WHEREAS, VICTORIA ACQUISITION GROUP, INC., a Rhode Island corporation, having an address at 30 Jefferson Park Road, Warwick, RI 02888 (hereinafter ASSIGNEE), is desirous of acquiring the MARKS and the registrations therefor;

NOW THEREFORE, in consideration of One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does sell, assign, transfer and set over unto ASSIGNEE the entire right, title and interest in, to and under the MARKS and the registrations therefor, together with the good will of the business in connection with which the MARKS are used.

IN TESTIMONY WHEREOF, ASSIGNOR has caused these presents to be signed by its duly authorized officer thereof, on this 28 day of Feb, 1997.

[Handwritten signature]

DESIGNS ON STERLING, INC.

BY: *[Signature]*
Title: PREP