

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

09-08-1998



100823919

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereon.

1. Name of conveying party(ies):  
Laurent de Brunhoff  
1225 South Street  
Key West, Florida

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

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

2. Name and address of receiving party(ies)  
Name: Clifford Ross, L.L.C.  
Internal Address: \_\_\_\_\_  
Street Address: 838 Broadway, 4th Floor  
City: New York State: NY ZIP: 10003

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company - U.S.

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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other Trademark Option Agreement

Execution Date: August 17, 1998

4. Application number(s) or patent number(s): **MRD 8.31.98**

A. Trademark Application No.(s)  
75/207,762 (12/4/96)

B. Trademark Registration No.(s)  
See attached list.

Additional numbers attached?  Yes  No

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

Name: Neil J. Rosini, Esq.  
Internal Address: Franklin, Weinrib,  
Rudell & Vassallo, P.C.

Street Address: 488 Madison Avenue  
18th Floor  
City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00<sup>E</sup>  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

09/02/1998 JSH/BAZZ 00000142 75207762

DO NOT USE THIS SPACE

01 FC-401 40.00 DP  
02 FC-402 200.00 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.*

Neil J. Rosini, Esq.  
Name of Person Signing

Signature

Aug 26, 1998  
Date

Total number of pages including cover sheet, attachments, and document: 5

RECORDATION FORM COVER SHEET (Cont'd)

4. B. Trademark Registration Nos.

<u>Mark</u>	<u>Class(es)</u>	<u>Req. No.</u>	<u>Req. Date</u>
BABAR & Design	3	1,779,960	7/6/93
BABAR	16	1,634,002	2/5/91
BABAR & Design	20	1,633,220	1/29/91
BABAR & Design	24	1,682,995	4/14/92
BABAR	25	1,665,091	11/19/91
BABAR & Design	25	1,617,700	10/16/90
BABAR Logo	28	1,617,756	10/16/90
BABAR & Design	32	1,629,356	12/25/90

**Short Form Option Agreement (U.S. Trademark)**

WHEREAS Laurent de Brunhoff of 1225 South Street, Key West, Florida, has adopted, used and is using the marks BABAR, BABAR & DESIGN, and BABAR LOGO which are registered in the United States Patent and Trademark Office, and which marks BABAR and BABAR LOGO are the subject of certain applications to register such marks; and

WHEREAS Clifford Ross, L.L.C., of 838 Broadway, Fourth Floor, New York, New York 10003 is desirous of acquiring an option to acquire said marks and the registration thereof and the foregoing applications to register such marks:

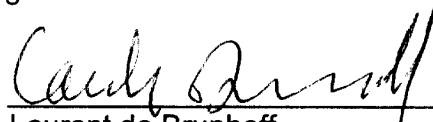
NOW THEREFORE, in consideration of the payment of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Laurent de Brunhoff (hereinafter referred to as "Owner") hereby sells, grants, assigns and sets over unto Clifford Ross, L.L.C. (hereinafter referred to as "Purchaser"), and its successors and assigns forever, the exclusive and irrevocable right and option to purchase all right, title and interest in and to the marks

BABAR  
BABAR & DESIGN  
BABAR LOGO

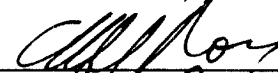
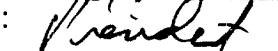
and all registrations, and applications to register, said marks (including without limitation such registrations and applications to register listed on the exhibit annexed hereto) together with the good will of the business symbolized by the marks. Purchaser's option to purchase said rights (hereinafter referred to as the "Rights") may be exercised during a period of thirty (30) months commencing on the execution date hereof, as may be extended upon the occurrence of certain events described in the parties' long-form Option Agreement (the "Option Agreement"), entered into on the date hereof.

Owner and Purchaser acknowledge that this Short Form Option Agreement should be read in conjunction with the said Option Agreement, and in the event of any conflict between the provisions of this instrument and the said Option Agreement, the provisions of said Option Agreement shall control.

IN WITNESS WHEREOF, the undersigned have executed this instrument this 17 day of AUGUST, 1998.

  
\_\_\_\_\_  
Laurent de Brunhoff

CLIFFORD ROSS, L.L.C.

By:   
Title: 

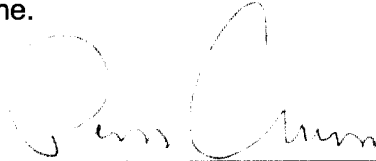
**Exhibit to Short-Form Option Agreement  
United States Trademark Registrations and Pending  
Applications to Register**

Mark	Class(es)	(Application No.) Req. No.	(Application Date) Req. Date
BABAR & Design	3	1,779,960	7/6/93
BABAR	16	1,634,002	2/5/91
BABAR & Design	20	1,633,220	1/29/91
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BABAR	28	(75/207,762)	(12/4/96)
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STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 24<sup>th</sup> day of July, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Laurent de Brunhoff, to me known and known to me to be the person named in and who executed the within instrument, and he acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Notary Public in and for said  
County and State  
**PATRICIA CROWN**  
Notary Public, State of New York  
No. 4972837  
Qualified in New York County  
Commission Expires: 10.9.98

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 17 day of August, 1998, before me personally came \_\_\_\_\_, to me known and who, by me duly sworn, did depose and say that deponent resides at \_\_\_\_\_, that deponent is the \_\_\_\_\_ of Clifford Ross, L.L.C., the limited liability company described herein, and which executed the foregoing instrument.

WITNESS my hand and official seal.



Notary Public in and for said  
County and State

VERNON SCHLAMOWITZ  
Notary Public, State of New York  
No. 24-3501320  
Qualified in Kings County  
Commission Expires March 30, 19.....  
