

11-17-1998

COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings



To the Honorable Commission

100900698

with the attached original documents or copy thereof.

85-12-91

1. Name of conveying party(ies):

Fulcrum Direct, Inc. (Delaware Corp) and Fulcrum West L.L.C. (Delaware limited liability company)

- Individual(s), General Partnership, Corporation-State of Delaware, Other Limited liability company

Additional name(s) of conveying party(ies) attached?

2. Name and address of receiving party(ies)

Name: dELia*s PROPERTIES, INC. Internal Address: 300 Delaware Ave. Street Address: 300 Delaware Ave. 9th FL City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State of Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Designations must be a separate document from assignment Additional name(s) & address(es) attached?

3. Nature of conveyance:

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

Execution Date: September 16, 1998

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

A. Trademark Application No.(s) 75/182,359 PLAYCLOTHES 75/182,520 PLAYCLOTHES 75/284,860 ZOE

B. Trademark Regi: 10-21-1998 1,950,207 STOR: U.S. Patent & TMO/c/TM Mail Rcpt Dt. #64 1,806,551 JUST FOR KIDS 1,641,786 STORYBOOK HEIRLOOMS

Additional numbers attached? Yes No

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

Name: Deirdre P. Silver, Esq. Internal Address: Proskauer Rose LLP 1585 Broadway New York, NY 10036 Street Address: 1585 Broadway City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$200 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 16-2500 (Attach duplicate copy of this page if paying by deposit account)

11/16/1998 JSHABAZZ 00000113 162500 75182359 DO NOT USE THIS SPACE

01 C:481 40.00 CH 02 C:482 125.00 CH

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.

Deirdre P. Silver Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1813 FRAME: 0703

TRADEMARK

REGISTRATION NO.

STORYBOOK HEIRLOOMS
AFTER THE STORK
AFTER THE STORK

1,742,020
2,089,366
1,435,045

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") is made and entered into as of this 16th day of September 1998, ("Effective Date"), by and between FULCRUM DIRECT, INC. a corporation organized under the laws of the State of Delaware with its principal office at 4321 Fulcrum Way NE, Rio Rancho, New Mexico, 87124, U.S.A. and FULCRUM WEST, L.L.C., a limited liability company organized under the laws of the State of Delaware with its principal office at 4321 Fulcrum Way NE, Rio Rancho, New Mexico, 87124, U.S.A. (collectively, "Assignors"), and dELiA*s PROPERTIES, INC. a corporation organized under the laws of the State of Delaware, with its principal office at 300 Delaware Ave., 9th Fl., Wilmington, Delaware 19801 ("Assignee").

WHEREAS, Assignors and Assignee have entered into an Asset Purchase Agreement dated September 3, 1998 (the "Purchase Agreement"), pursuant to which Assignors have agreed, *inter alia*, to assign to Assignee certain assets relating to the intellectual property of Assignors' business, including those United States trademark registrations and applications therefor, identified and set forth on Schedule A and those foreign trademark registrations and applications therefor, identified and set forth on Schedule B (the foregoing intellectual property, registrations and applications referred to herein as the "Marks"); and

WHEREAS, pursuant to that Purchase Agreement, Assignee wishes to acquire and Assignors wish to assign their entire right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks are used.

I:\FUL-DIR\LIQUID\IP\DELIATM.EXE

Execution Copy

NOW, THEREFORE, for ten United States dollars (US\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors do hereby sell, assign, transfer and set over to Assignee, their entire right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks are used, for the United States and for all foreign countries, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment and sale had not been made; together with all income, royalties, damages or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignors authorize and request the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks in the United States. Assignors also authorize and request the proper authorities to record Assignee as the assignee and owner of the Marks in all foreign countries.

This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

* * * *

I:\FUL-DIR\LIQUID\IP\DELIATM.EXE

**TRADEMARK
REEL: 1813 FRAME: 0706**

IN TESTIMONY WHEREOF, the Assignors and Assignee have caused this

Assignment to be signed and executed by the undersigned officers thereunto duly authorized this

16th day of September, 1998.

FULCRUM DIRECT, INC.

dELiA*s PROPERTIES, INC.

By: *Richard A. Sebastiao*
Richard A. Sebastiao, President
RAS Management Advisors Inc.,
Chief Restructuring Officer

By: *Alec Navarro*
Name: *Alec Navarro*
Title: *Secretary*

FULCRUM WEST, L.L.C.

By: *Richard A. Sebastiao*
Richard A. Sebastiao, President
RAS Management Advisors, Inc.,
Chief Restructuring Officer

CERTIFICATE OF MAILING BY "EXPRESS MAIL"
"EXPRESS MAIL"
MAILING LABEL NUMBER EL070301988 JS
DATE OF DEPOSIT 10/21/98
I HEREBY CERTIFY THAT THIS PAPER OR FEE IS
BEING DEPOSITED WITH THE UNITED STATES POSTAL
SERVICE "EXPRESS MAIL POST OFFICE TO ADDRESSEE
SERVICE UNDER 39 CFR 111.0. THE DATE INDICATED
ABOVE AND IS ADDRESSED TO THE COMMISSIONER OF
PATENTS AND TRADEMARKS, ARLINGTON, VA
22202
Barbara Schiff
(Typed or Printed Name of Person Mailing Paper or Fee)
B. Schiff
(Signature of Person Mailing Paper or Fee)

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 16TH day of SEPTEMBER 1998, there appeared before me _____, personally known to me, who acknowledged that he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.

Joyce M. Stark
Notary Public

JOYCE M. STARK
Notary Public, State of New York
No. 30-4819108
Qualified in Orange County
Certificate Filed in New York County
Commission Expires May 31, 2000

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 16TH day of SEPTEMBER 1998, there appeared before me _____, personally known to me, who acknowledged that he signed the foregoing Assignment as his/her voluntary act and deed on behalf and with full authority of _____.

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SCHEDULE A TO TRADEMARK ASSIGNMENT

U.S. TRADEMARK REGISTRATIONS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
STORYBOOK HEIRLOOMS	1,950,207	January 23, 1996
JUST FOR KIDS	1,806,551	November 23, 1993
STORYBOOK HEIRLOOMS	1,641,786	April 16, 1991
STORYBOOK HEIRLOOMS	1,742,020	December 22, 1992
AFTER THE STORK	2,089,366	August 19, 1997
AFTER THE STORK	1,435,045	March 31, 1987

U.S. APPLICATIONS

MARK	APPLICATION NUMBER	FILING DATE
PLAYCLOTHES	75/182,359	October 16, 1996
PLAYCLOTHES	75/182,520	October 16, 1996
ZOE	75/284,860	May 1, 1997

UNREGISTERED TRADEMARKS

MARK		
THE STORK ¹		

¹ Application Serial No. 75/165,175 pending in the U.S. Patent and Trademark Office for registration of THE STORK has been abandoned. To the extent Assignor has any rights in or to the trademark THE STORK, the Assignor agrees to assign such rights to the Assignee.