

11-23-1998

COVER SHEET ONLY



Tab settings

To the Honorable Commissioner

100905293

with the attached original documents or copy thereof.

1. Name of conveying party(ies): MCD 11-9-98 Day Dream, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 11/3/98

2. Name and address of receiving party(ies)

Name: Cullman Ventures, Inc.

Internal Address:

Street Address: 767 Third Avenue

City: New York State: NY ZIP: 10017

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,959,248, 2,072,821, 2,052,559, 2,052,561, 2,043,608, 2,049,060 and 2,049,059

11/23/1998 SBURNS 00000010 1959248

01 FC:481 40.00 DP 02 FC:482 150.00 DP

Additional numbers attached? Yes No

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

Name: George R. McGuire

Internal Address: Hancock & Estabrook, LLP

Street Address: 1500 Mony Tower 1 PO Box 4976

City: Syracuse State: NY ZIP: 13221

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

George R. McGuire

Name of Person Signing

Signature

Signature

11/6/98 Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, DAY DREAM, INC., a corporation organized and existing under the laws of the State of Indiana, having a place of business at 7555 N. Woodland Drive, Indianapolis, IN 46278 (hereinafter "Assignor"), has adopted, used and is using, and is the owner of the following Trademark Registrations:

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
1,959,248	February 27, 1996	OFFBEAT
2,072,821	June 17, 1997	DAY DREAM DOODLES
2,052,559	April 15, 19997	Tree with a Swing Design
2,052,561	April 15, 1997	D (Stylized)
2,043,608	March 11, 1997	YEAR IN A BOX
2,049,060	April 1, 1997	HOMETOWN GRAPHICS
2,049,059	April 1, 1997	DAY DREAM

and the goodwill of the business symbolized by the said trademarks; and

WHEREAS, CULLMAN VENTURES, INC., a corporation organized and existing under the laws of the State of New York, having a principal place of business at 767 Third Avenue, New York, NY 10017 desires to acquire the said trademarks;

NOW, THEREFORE, to all whom it may concern, be it known that for one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto Assignee all

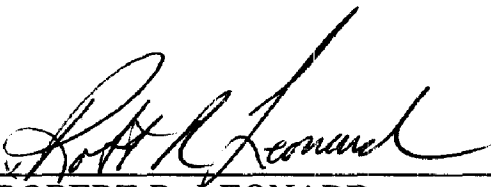
right, title and interest in and to the said trademarks, together with the goodwill of the business symbolized by the trademarks.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by its duly authorized representative this 3 day of November 1998.

ASSIGNOR:

DAY DREAM, INC.

an Indiana corporation

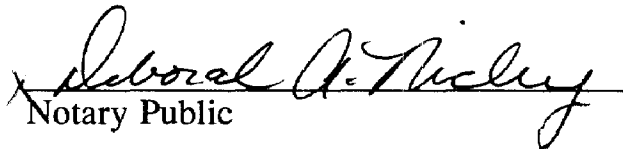
By: 
ROBERT R. LEONARD
Title: President

STATE OF INDIANA)
) ss:
COUNTY OF x Boone)

On this 3 day of November, 1998, before me personally appeared ROBERT R. LEONARD, to me known to be the person in the foregoing instrument and he duly acknowledged to me the execution thereof.

Witness my hand and official seal.

My commission expires: x 3-25-2008


Notary Public

I:\GMCGUIRE\CULLMAN\TMS\DDASSIGN.

DEBORAH A. NICLEY
Notary Public, State of Indiana
County of Boone
My Commission Expires 03/25/2008