

01-15-1999



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01-11-1999

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. Patent & TMO, TM Mail Rpt Dt. #34

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRD-11-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization

01/14/1999 DNGUYEN 00000290 75385468

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1840 FRAME: 0071

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/385,468"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael C. Greenbaum

Name of Person Signing

Signature

4/11/99

Date Signed

ASSIGNMENT OF TRADEMARK AND TRADEMARK APPLICATION

WHEREAS, BORIS ZHITNITSKY, d.b.a. BORIS SHOE COMPONENTS SUPPLIES CO., an unincorporated business, with offices in Beltsville, Maryland (herein after "ASSIGNOR"), has adopted, used and is using the following trademark listed below for which it owns federal applications in the United States Patent and Trademark Office:

Serial No.: 75/385,468
Mark: TOP
Filed: November 5, 1997
Goods: Protective outer soles and heels for shoes; and

WHEREAS, BORIS SHOE COMPONENTS SUPPLIES, INC., a corporation organized under the laws of the state of Delaware, with offices at 281 17th Avenue, San Francisco, California 94121 (hereinafter "ASSIGNEE"), is desirous of acquiring the trademark and the application thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign, sell, and transfer to ASSIGNEE its successors and assigns, all its right, title and interest in and to said trademark, and the pending application pertaining thereto, together with the good will of the business symbolized by and associated with said trademark and trademark application thereof.

IN TESTIMONY WHEREOF, ASSIGNOR has executed this Assignment by a duly authorized officer. This Assignment is made on the 31st day of 12, 1998.
December 31, 1998
BORIS SHOE COMPONENTS
SUPPLIES CO.

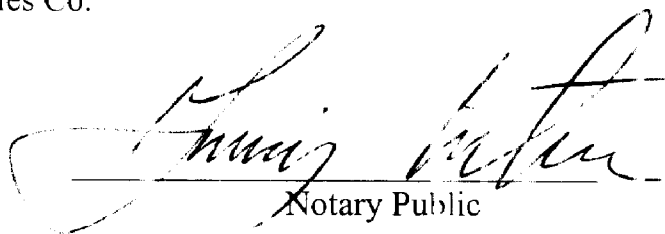
12-31-98
Dated: ~~12-26-98~~

By: Boris Zhitnitsky
Boris Zhitnitsky
President

STATE OF: California)
COUNTY OF: San Francisco } SS:

On this 31st day of December 1998, before me appeared Boris

Zhitnitsky, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of Boris Shoe Components Supplies Co.



Notary Public

My Commission Expires: September 23, 2001

(SEAL)

