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To the Honorable Commissioner of P

attached original documents or copy thereof.

100958402

1. Name of conveying party(ies):

The Children's Place Retail Stores, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: January 28, 1999

Name and address of receiving party(ies):

Name: TCPIP Holding Company, Inc.

Internal Address: Suite 212

Street Address: 913 North Market Street

City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

75/486,870

B. Trademark registration No.(s)

See Schedule A attached

Additional numbers attached?  Yes  No

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

Name: Keith E. Sharkin, Esq.

Internal Address: Nims, Howes, Collison,  
Hansen & Lackert

Street Address: 605 Third Avenue - Suite 3500

City: New York State: NY ZIP: 10158

6. Total number of applications and registrations involved:

25

7. Total fee (37 CFR 3.41): \$ 640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

02/03/1999 SBURNS 00000156 75486870

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 600.00 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.

Keith E. Sharkin  
Name of Person Signing

Signature

January 29, 1999  
Date

Total number of pages comprising cover sheet:

3

**SCHEDULE A**  
**Trademark Registrations**

Mark	Reg. No.	Class
AUTHENTIC TINY SWEATS and Design	1,786,330	25
AUTHENTIC TINY TANK T and Design	1,791,125	25
AUTHENTIC TINY TEE	1,710,917	25
AUTHENTIC TINY TEE T and Design	1,726,779	25
BABY PLACE	1,893,655	25
NOT SO BASIC STUFF	1,830,413	25
P and Design	2,200,592	25
PLACE (Stylized)	2,202,251	25
PLACE and P Design	2,202,296	25
RATTLES	1,402,244	25
SUNSHINE STUFF	1,146,207	25
TCP	2,047,569	14
TCP	2,109,480	25, 26
TCP	2,111,377	18
THE CHILDREN'S MARKET	1,332,706	42
THE CHILDREN'S OUTLET	1,149,504	42
THE CHILDREN'S OUTLET	1,467,689	42
THE CHILDREN'S PLACE	1,020,742	42
THE CHILDREN'S PLACE	1,137,068	42
THE CHILDREN'S PLACE (Stylized)	2,165,998	25
THE CHILDREN'S PLACE and Design	1,020,741	42
THE CHILDREN'S PLACE OUTLET	2,165,577	35
THE PLACE	1,642,868	25, 42

**SCHEDULE A**  
**Trademark Registrations**

Mark	Reg. No.	Class
TP CO (Stylized)	1,821,470	25


TRADEMARK ASSIGNMENT

WHEREAS, THE CHILDREN'S PLACE RETAIL STORES, INC., a Delaware corporation, with a place of business at One Dodge Drive, West Caldwell, New Jersey 07006 (hereinafter "Assignor"), is the owner of the trademarks and service marks set forth in Schedule A attached hereto and made a part hereof, together with the goodwill of the business symbolized by each such trademark and service mark and the registrations and applications therefor (hereinafter the "Trademarks"); and

WHEREAS, TCPIP HOLDING COMPANY, INC., a Delaware corporation, with a place of business at 913 North Market Street, Suite 212, Wilmington, Delaware 19801 (hereinafter "Assignee"), desires to acquire the Trademarks and the goodwill of the business pertaining thereto along with the registrations and applications therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers its entire right, title and interest in and to the Trademarks and the registrations and applications therefor, together with the goodwill of the business pertaining thereto, to Assignee.

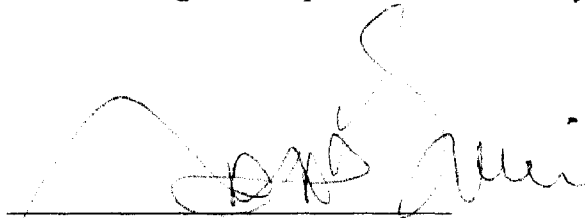
THE CHILDREN'S PLACE RETAIL STORES, INC.

By:   
Name: EZRA DABAH  
Title: CHAIRMAN / CEO

ACKNOWLEDGMENT

STATE OF NEW JERSEY )  
COUNTY OF GLAZIER ) ss:

On this 28<sup>th</sup> day of January, 1999, before me personally appeared Mrs. Gzra Dabah, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ is Chairman/CEO of The Children's Place Retail Stores, Inc., the Assignor above-named, and acknowledged that he/she executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

  
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NOTARY PUBLIC

MING-MING S. WEI  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES MAY 22, 2000

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**Trademark Registrations**

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**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Class</b>
TP CO (Stylized)	1,821,470	25

**SCHEDULE A**  
**Trademark Applications**

<b>Mark</b>	<b>Appln. No.</b>	<b>Class</b>
P and Wreath Design	75/486,870	25