

RECORDATION FORM (P/E)
TRADEMARKS ONLY



100968456

M20 2-12-99

To the Honorable Commissioner of Patents and Trademarks. Please record the attach

1. Name of conveying party(ies):
Tunee Apparel Inc.

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

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

2. Name: Lollytogs, Ltd.

Internal Address: _____

Street Address: 100 West 33rd Street
Suite 1012

City New York State N.Y. Zip 10001

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 4, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be separate from Assignment)

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

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

A. Trademark Application No.(s)
75/176,511

B. Trademark registration No.(s)
2,141,568

Additional numbers attached? Yes No

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

Name: Robert B.G. Horowitz
Internal Address: Cooper & Dunham LLP.
Street Address: 1185 Avenue of the Americas
City: New York State: NY ZIP 10036

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00 E
 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.

Robert B.G. Horowitz 2/8/99

Name of Person Signing	Signature	Date	Total Number of pages comprising cover sheet: 1
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OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

02/18/1999 DMGUYEN 00000036 2141568

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the office of Management and Budget, Paperwork Reduction Project. (0651-0011). Washington, D.C. 20503

ASSIGNMENT OF TRADEMARK

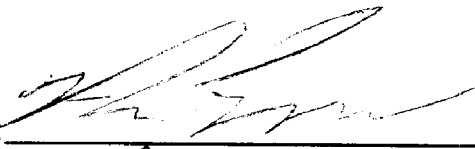
Whereas, Tunee Apparel Inc., a corporation organized and existing under the laws of the State of New York located and doing business at 1430 East 8th Street, Brooklyn, New York 11230, has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, namely, Registration No. 2,141,568, for RIM ROCKA for "men's and children's apparel, namely, hats, t-shirts, shorts, sweat shirts and tank tops" and a mark which is the subject of pending application Serial No. 75/176,511 for RIM ROCKA for "travel bags, tote bags, knapsacks, backpacks, fanny packs, all purpose sport bags, school bags, handbags and gym bags, all made of nylon, cotton, leather, denim or canvas";

Whereas, Lollytogs, Ltd., a corporation organized and existing under the laws of the State of New York, located and doing business at 100 West 33rd Street, Suite 1012, New York, New York 10001-2900, desires to acquire said trademarks with appurtenant goodwill and the registration and application respectively therefor;

Now, therefore, for \$10.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, said Tunee Apparel Inc. does hereby assign unto the said Lollytogs, Ltd. all right, title and interest in and to the said marks, together with the goodwill of the business

symbolized by said mark, and the above identified registration and application. Tunee further assigns to Lollytogs, Ltd. the right to receive the certificate of registration for said pending application.

TUNEE APPAREL, INC.

By: 

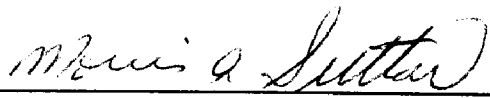
Name: *Avi ESSÉS*

Title: *President*

STATE OF NEW YORK)
) SS.:
COUNTY OF *New York*)

On this 4th day of December, 1998, before me appeared *Avi ESSÉS*,
the person who signed this instrument, who acknowledged that he signed it in his representative capacity as President of Tunee Apparel Inc. and was duly authorized to do so by said company.

MORRIS A. SUTTON
NOTARY PUBLIC, State of New York
No. 31-4985491
Qualified in New York County
Commission Expires August 19, 19*99*


Notary Public