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To the Honorable Commissioner of Patents and Trademarks

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attached original documents or copy thereof.

1. Name of conveying party(ies):
 Venator Group Specialty, Inc.
 CORPORATION

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

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

2. Name and address of receiving party(ies):
 Name: The San Francisco Music Box Company
 Internal Address: _____
 Street Address: 390 North Wiget Lane
 City: Walnut Creek State: CA ZIP: 94598

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: California
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 8, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 (NONE)

B. Trademark registration No.(s)
 Reg. No. 1,819,493
 Mark LITTLE TOWN OF BETHLEHEM

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jillian D. Sexsmith, Esq.
 Internal Address: Venator Group, Inc.

 Street Address: 233 Broadway

 City: New York State: NY ZIP: 10279

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-3062
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Jillian D. Sexsmith 2-18-99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, Venator Group Specialty, Inc., a corporation organized and existing under the laws of the State of New York, having a place of business at 233 Broadway, New York, New York 10279 (hereinbelow called "Assignor"), owns and has used in its business a certain trademark which is registered as follows:

<u>Mark</u>	<u>Registration No.</u>
LITTLE TOWN OF BETHLEHEM	1,819,493

AND WHEREAS, The San Francisco Music Box Company, a corporation organized and existing under the laws of the State of California, having a place of business at 390 North Wiget Lane, Walnut Creek, California 94598 (hereinbelow called "Assignee"), is desirous of acquiring the entire right, title and interest in and to the said trademark, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith:

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor has sold, assigned, and transferred unto the said Assignee, its successor or assigns, the entire right, title and interest in and to the said trademark, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement hereof.

IN TESTIMONY WHEREOF, Assignor has caused these presents to be signed by its duly authorized officer, who declares that to the best of her knowledge and belief all of the above information is true and correct on this 8th day of February, 1999.

VENATOR GROUP SPECIALTY, INC.

BETHLHEM.ASG

By: Sheilagh M. Clarke
Name: Sheilagh M. Clarke
Title: Secretary

Jillian D. Sexsmith, Its Attorney
Venator Group Specialty, Inc.
233 Broadway
New York, New York 10279
(212) 553-2571