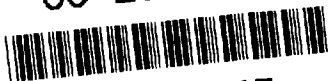


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FORM PTO-1584

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R SHEET

ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Modern Industries, Inc.

- Individual(s)
- General Partnership
- Corporation
- Other:
- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

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

Effective Date: June 10, 1998

2. Name and address of receiving party(ies):

Name: James Moy
Address: 135-07 63rd Avenue
Flushing, New York 11367-1010

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- 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(s) attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,645,767
1,867,954

Additional Numbers attached? Yes No

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

Name: Yvonne K. Tran
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Yvonne K. Tran

Name of Person Signing

Yvonne K. Tran

Signature

June 16, 99

Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 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 (0605-0011), Washington, D.C. 20503

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") from MODERN INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Minnesota having an address at P.O. Box 4001, Hastings, Minnesota 55033 ("Assignor") to JAMES MOY, an individual having an address at 135-07 63rd Avenue, Flushing, New York 11367-1010 ("Assignee") is effective as of the date last written below.

WITNESSETH:

WHEREAS Assignor owns all right, title and interest in and to (i) United States Trademark Registration No. 1,645,767 for the mark HAPPY FEET for "liquid solution for controlling foot odor" (identifying information for which is attached to this Assignment as Exhibit A) and United States Trademark Registration No. 1,867,954 for a miscellaneous design for "liquid solution for controlling foot odor" (identifying information for which is attached to this Assignment as Exhibit B) (collectively, the "Registrations"); (ii) the marks which are the subject of the respective Registrations (collectively, the "Marks"); (iii) all common law rights relating to such Marks and Registrations; and (iv) all goodwill symbolized by such Marks, Registrations and common law rights (collectively hereinafter (i), (ii), (iii) and (iv) are referred to as the "Property"); and

WHEREAS, Assignee wishes to acquire from Assignor, and Assignor wishes to assign to Assignee all of Assignor's right, title and interest in and to the Property.

NOW, THEREFORE, to all whom it may concern, be it known that in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does by these presents hereby assign, sell, transfer, convey and bequeath unto Assignee its entire right, title and interest in and to the Property, together with the right to recover for the past, present and future infringement thereof.

Assignor represents and warrants that (i) Assignor is the sole owner of all right, title and interest in and to the Property and has full right, power and authority to enter into this Assignment and to convey the Property to Assignee; (ii) Assignor has never granted and will not in the future grant any rights to any third parties that would purport to violate, conflict with or be inconsistent with any term or provision of this Assignment; (iii) neither the Property, nor Assignee's uses thereof, violate or will violate any rights of any kind or nature whatsoever of any

third party, including without limitation any copyright rights, trademark rights, trade dress rights, rights of publicity or rights of privacy; (iv) all elements of the Property are valid and subsisting; (v) each Mark have been used continuously on and in connection with the goods described in its respective Registration since at least as early as the "first use" date recited in such respective Registration; and (vi) the Marks and Registrations have not otherwise been abandoned or cancelled.

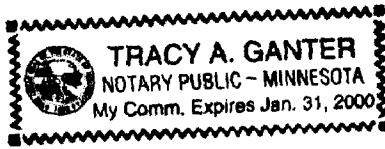
MODERN INDUSTRIES, INC.

Dated: June 10, 1998

By: Roger E. Moseman
Name:
Title: Pres

STATE OF Minnesota)
) ss.:
COUNTY OF Washington)

On this 10 day of June, 1998, before me personally appeared Roger E. Moseman, to me known and known to me to be the President of the above-named entity, who duly acknowledged the signing of the foregoing instrument to be a voluntary act and deed, and who executed the same, with full power and authority to do so on behalf of and with the authorization of the above-named entity, and for the purposes therein specified.



Tracy A. Ganter
Notary Public

JAMES MOY

Dated: June 10, 1998

[Signature]

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