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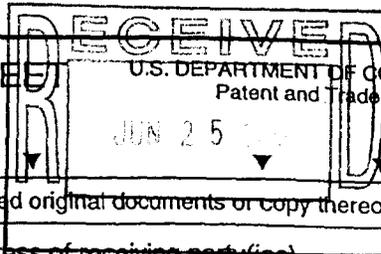
06-30-1999

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



101082449

SHEET Y



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

JUN 25 1999

Attached original documents or copy thereof.

Tab settings □ □ □ ▼

To the Honorable Commissioner of F.

1. Name of conveying party(ies):

Trends Clothing Corp.

- Individual(s)
- General Partnership
- Corporation-State Florida
- 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: August 10, 1998

2. Name and address of receiving party(ies)

Name: Roots Canada Ltd.

Internal Address:

Street Address: 1162 Caledonia Road

Canada

City: Toronto, State: ZIP: M6A 2W5

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Canada
- 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 patent number(s):

A. Trademark Application No.(s)

74/710070

B. Trademark Registration No.(s)

6-25-99

Additional numbers attached? Yes No

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

Name: Albert Robin

Internal Address: Robin, Blecker & Daley

Street Address: 330 Madison Avenue

City: New York State: NY ZIP: 10017

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:

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

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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.

Albert Robin

Name of Person Signing

Signature

June 23, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

ASSIGNMENT OF APPLICATION FOR REGISTRATION OF A MARK

WHEREAS, TRENDS CLOTHING CORP., a Florida corporation ("Assignor"), has adopted, used and is using the trademark URBAN ROOTZ for which said Assignor has filed application in the United States Patent and Trademark Office for registration, Serial No. 74/710070; and

WHEREAS, ROOTS CANADA LTD., a Canadian corporation, located and doing business at 1162 Caledonia Road, Toronto, Canada M6A 2W5 ("Assignee"), is desirous of acquiring said mark and the application for registration thereof;

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto Assignee all of Assignor's rights, title and interest in and to the said mark, including the right to recover for past infringement, together with the goodwill of the business symbolized by the said mark and the above-identified application for registration thereof.

TRENDS CLOTHING CORP.

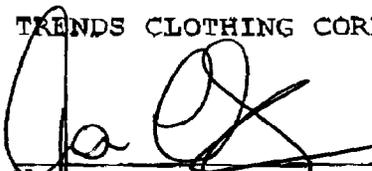
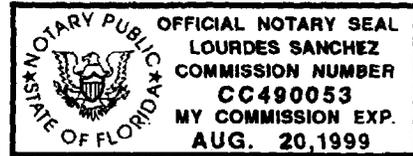

Name: Tom Carwin
Title: President

Exhibit A

STATE OF FLORIDA)
 : ss.:
COUNTY OF DADE)

On this 10th day of August, 1998 before me personally came Tom Cabrerizo, to me known, who, being by me duly sworn, did depose and say that he is the President of TRENDS CLOTHING CORP., the corporation described in and which executed the foregoing Assignment of Application for Registration of a Mark, and the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of said TRENDS CLOTHING CORP., with authority to do so.

Lourdes Sanchez
Notary Public



Mark : URBAN ROOTZ
 Serial No.: 74/710070
 Assignor : Trends Clothing Corp.
 Assignee : Roots Canada Ltd.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Albert Robin, of Robin, Blecker & Daley, whose postal address is 330 Madison Avenue, New York, New York 10017, is hereby designated Assignee's representative upon whom notices or process in proceedings affecting the above mark may be served.

Dated: June 15, 1999

ROOTS CANADA LTD.

By: 
 Name: Margaret Myles
 Title: Vice President

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