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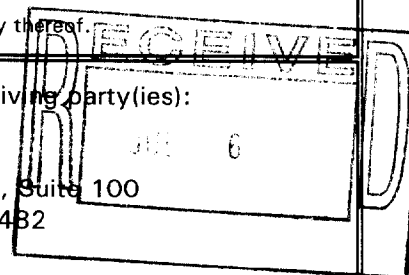


SHEET

Attorney Docket No.: 10202-1

101087057

To the Honorable Commissioner of Patent and Trademarks, please return the attached original documents or copy thereof.



1. Name of conveying party(ies):

Buster Brown Apparel, Inc.
2001 Wheeler Avenue
Chattanooga TN 37406

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

Kleinert's, Inc.
120 W. Germantown Pike, Suite 100
Plymouth Meeting, PA 19482

3. Nature of conveyance:

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

Execution Date: June 25, 1999

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):
None

B. Trademark Registration No.(s):
See attached list Schedule A

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

Scott W. Goode
PANITCH SCHWARZE JACOBS & NADEL, P.C.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-567-2020
Facsimile: 215-567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [16]

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{15} \times \$40.00 = \$ 40.00$
 $15 \times \$25.00 = \$ 375.00$
\$ 415.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

07/09/1999 RTH011 0000033 160235 129233

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 375.00 CH

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.

Scott W. Goode

Name of Person Signing

Signature

Scott W. Goode

July 2, 1999

Date

Total number of pages including cover sheet, attachments and document: [11]

NAME: Scott W. Goode

DATE: July 2, 1999

SCHEDULE A
(Page 1 of 9)

TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	UNITED STATES	51,981	05/01/06
BUSTER BROWN'S	UNITED STATES	129,233	01/27/00
BUSTER BROWN	UNITED STATES	221,202	11/23/06
BUSTER BROWN	UNITED STATES	505,224	12/28/08
BUSTER BROWN and Design	UNITED STATES	505,225	12/28/08
SLUMBER BUNNIES	UNITED STATES	686,368	10/06/99
BUSTER BROWN	UNITED STATES	732,513	06/05/02
BUSTER BROWN and Design	UNITED STATES	800,744	12/21/05
BUSTER BROWN and Design	UNITED STATES	948,548	12/12/02
CRAYON CROWD and Design	UNITED STATES	1,241,251	06/07/03
TIGE'S PALS	UNITED STATES	1,329,707	04/09/05
BETSY AND BOBBY and Design	UNITED STATES	1,411,428	09/30/06

PSJN2/238500.1

TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
KABOOM! and Design	UNITED STATES	1,508,223	10/11/08
KABOOM!	UNITED STATES	1,815,993	01/11/00 (Sec. 8)
BUSTER BROWN and Design (Layette)	UNITED STATES	1,858,651	10/18/99 (Sec. 8)
DARNLESS	UNITED STATES	128,885	01/13/00
BUSTER BROWN	ARGENTINA	1,574,950	09/12/05
BUSTER BROWN	ARUBA	14,308	12/31/05
BUSTER BROWN	AUSTRALIA	A500,067	11/22/09
BUSTER BROWN	AUSTRALIA	A415,717	09/26/05
BUSTER BROWN	BAHAMAS	4676	02/17/08
BUSTER BROWN	BAHRAIN	12,318	03/09/04
BUSTER BROWN	BARBADOS	Application pending	
BUSTER BROWN	BELARUS	9,050	12/26/05
BUSTER BROWN	BENELUX	404,984	11/16/04
KABOOM!	BENELUX	Application pending	
BUSTER BROWN	BERMUDA	10,695	02/26/07
BUSTER BROWN (Word Mark)	BRAZIL	814,466,702	08/27/06

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN and Device	BRAZIL	814,466,710	01/09/06
BUSTER BROWN (Layette)	CANADA	462,127	08/30/11
BUSTER BROWN "C&S FOR KIDS"	CANADA	331,060	08/14/02
DOUBLE B BY BUSTER BROWN (CRAYON CROWD)	CANADA	295,204	09/21/99
BUSTER BROWN (BOY & DOG)	CANADA	321,603	12/12/01
BUSTER BROWN (CRAYON CROWD)	CANADA	321,067	11/28/01
BEACH BUSTERS	CANADA	314,673	05/30/01
BUSTERS	CANADA	316,275	07/11/01
BUSTER BROWN	CHILE	472,523	11/20/06
BUSTER BROWN	CHINA	997,436	05/06/07
BUSTER BROWN	COLOMBIA	127,772	12/20/04
BUSTER BROWN	COMMUNITY TRADEMARK (EUROPE)	20,552	04/01/06

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
KABOOM!	COMMUNITY TRADEMARK (EUROPE)	37,424	08/01/06
BUSTER BROWN	COSTA RICA	58,826	06/10/01
KABOOM!	COSTA RICA	79,139	04/09/02
BUSTER BROWN	CUBA	112,197	10/22/96 status unknown - foreign associate non-responsive (10/22/03?)
BUSTER BROWN	DENMARK	3271/1991	05/31/01
BUSTER BROWN	DOMINICAN REPUBLIC	75,416	12/15/14
BUSTER BROWN	ECUADOR	3953-97	11/11/07
KABOOM!	ECUADOR	1464-92	06/08/02
BUSTER BROWN	EL SALVADOR	Application approved- if no opposition, registration will be granted	
BUSTER BROWN	ESTONIA	24422	09/19/07
BUSTER BROWN	FINLAND	47,075	05/05/06
BUSTER BROWN	FRANCE	1,593,672	04/04/00

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	GERMANY	807,367	12/08/04
BUSTER BROWN	GREECE	35,078	03/02/06
BUSTER BROWN	GREAT BRITAIN	889,881	01/27/01
BUSTER BROWN	GREAT BRITAIN	741,898	05/02/04
BUSTER BROWN	GUATEMALA	17,446	10/03/06
BUSTER BROWN	HAITI	240/74	09/11/05
BUSTER BROWN	HONDURAS	13,432	07/04/06
BUSTER BROWN	ICELAND	477/1988	10/31/08
BUSTER BROWN	INDIA	Pending application	
BUSTER BROWN	INDONESIA	368266	12/20/04
BUSTER BROWN	HONG KONG	834/58	04/23/07
BUSTER BROWN	IRELAND	71,192	01/27/01
BUSTER BROWN	ISRAEL	23,907	12/08/99
BUSTER BROWN	ITALY	689,499	12/18/04
BUSTER BROWN	JAMAICA	11,337	02/08/01
BUSTER BROWN (WORD MARK)	JAPAN	2,369,075	01/31/02
BUSTER BROWN	JAPAN	2,369,076	01/31/02

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
(WORD MARK w/KATAKANA)			
BUSTER & TIGE (DESIGN ONLY)	JAPAN	2,452,008	09/30/02
KABOOM!	JAPAN	2,452,014	09/30/02
BUSTER BROWN	JORDAN	27,613	01/06/11
BUSTER BROWN	KAZAKSTAN	951,764	12/26/05
BUSTER BROWN	KOREA	Application published for opposition	
KABOOM!	KOREA	199,177	08/28/00
BUSTER BROWN	LATVIA	M38660	12/29/05
BUSTER BROWN	LEBANON	41,167	09/29/1996 (Renewal in process)
BUSTER BROWN	LIBYA	Application filed 1979; Application withdrawn 08/1989	
BUSTER BROWN	LITHUANIA	29946	01/03/06
BUSTER BROWN	MALAYA	302/64 (OLD 42304)	08/13/99
BUSTER BROWN	MALAYSIA	3832/90	Renewal Pending
BUSTER BROWN	MALI	723	Expired

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	MALTA	8558	02/16/08
BUSTER BROWN	MEXICO	373,563	10/20/03
BUSTER BROWN LAYETTE	MEXICO	509914 CLASS 24	no use of mark in commerce - will expire 06/4/03
BUSTER BROWN LAYETTE	MEXICO	463569 CLASS 25	no use of mark in commerce - will expire 06/14/03
BUSTER BROWN	MONACO	818,466	02/15/06
BUSTER BROWN	MOROCCO	37,087	02/08/06
BUSTER BROWN	NETHERLANDS	5606	01/30/15
BUSTER BROWN	NEW ZEALAND	72,194	11/26/11
BUSTER BROWN	NICARAGUA	22,375	11/17/02
BUSTER BROWN	NIGERIA	17,422	02/09/08
BUSTER BROWN	NORWAY	69,945	09/09/06
BUSTER BROWN	PAKISTAN	44,715	02/05/03
BUSTER BROWN	PANAMA	73899	09/03/06
BUSTER BROWN	PANAMA	8246	07/13/04
BUSTER BROWN	PARAGUAY	195.839	11/18/07
BUSTER BROWN	PHILLIPPINES	Application pending	

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	PUERTO RICO	Application pending	
BUSTER BROWN	RUSSIAN FED.	Application pending	
BUSTER BROWN	SABAH	302/64 (OLD 9961)	08/12/99
BUSTER BROWN	SARAWAK	302/64 (OLD 5280)	08/14/99
BUSTER BROWN	SAUDI ARABIA	206/34	expired 02/23/99
BUSTER BROWN	SINGAPORE	4513/90	06/21/07
BUSTER BROWN and Device	SOUTH AFRICA	1271/58	04/22/02
BUSTER BROWN	SWEDEN	218,197	08/03/00
BUSTER BROWN	SWITZERLAND	364,819	07/17/08
BUSTER BROWN	TADJIKISTAN	Application pending	
BUSTER BROWN	TAIWAN	434,753	03/15/99 - Renewal in Process
BUSTER BROWN	TAIWAN	426,875	01/15/99 - Renewal in Process
BUSTER BROWN	THAILAND	140,282	08/17/98 - Renewal in Process
BUSTER BROWN	UKRAINE	Application pending	
BUSTER BROWN	UNITED ARAB EMIRATES	15,847	02/18/04
BUSTER BROWN	UZBEKISTAN	5,948	01/17/06

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TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	VENEZUELA	32,597	09/10/87 (Pending)
BUSTER BROWN	VENEZUELA	Application pending	
CRAYON CROWD	VENEZUELA	Application pending	
BUSTER BROWN	VIRGIN ISLANDS	1187	06/10/04

PSJN2/238500.1

ASSIGNMENT OF TRADEMARKS

WHEREAS, BUSTER BROWN APPAREL, INC., a Delaware corporation having an address of 2001 Wheeler Avenue, Chattanooga, Tennessee 37406 (hereinafter "Assignor"), has used and is using in its business, and is the owner of, various trademarks and trade dress, including the trademarks identified in Schedule A attached hereto (collectively referred to hereinafter as the "Marks");

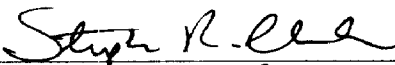
WHEREAS, KLEINERT'S, INC., a Delaware corporation having an address of 120 West Germantown Pike, Suite 100, Plymouth Meeting, PA 19482 (hereinafter "Assignee"), is desirous of acquiring all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the registrations and applications identified in Schedule A;

WHEREAS, it is desired that the assignment of said registrations be made of record in the United States Patent and Trademark Office, and other appropriate Patent and Trademark Offices.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, said Assignors hereby assign to said Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations and applications for such of the Marks set forth in Schedule A, and all rights to damages and profits, due or accrued, arising out of past infringements of said trademarks, and the right to sue for and recover the same.

BUSTER BROWN APPAREL, INC.

Date: 6-25-1999

By: 
 Name: Stephen R. Clark
 Title: President