

7-29-99

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08-05-1999

FLII Ref. No.: 730300-7001

FORM PTO-1594
(Rev. 6-93)

COVER SHEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Co

101110212

of the attached original documents or copy thereof.

1. Name of conveying party(ies) conveying
Edison Brothers Stores, Inc.

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

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

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

Execution Date: July 1, 1999

2. Name and address of receiving party(ies)

Name: The New 5-7-9 and
Internal Address: 1000 Pennsylvania
Brooklyn, New Yo

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

07-29-1999
U.S. Patent & TMO/TM Mail Rcpt Dt. #47

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 registration number(s):

A. Trademark Application Serial Nos.: 75/558,922; 75/558,919; 75,558,921; 75/578,990; 75/564,352; 75/594,118; 75/558,918; 75/558,228; 75/569,232 and 75/594,119

B. Trademark Registration Nos.: 1,453,630; 1,103,934; 1,769,979; 1,394,961; 1,206,275; 2,008,627; 1,096,354; 982,679; 1,198,018; and 1,220,956

Additional numbers attached? Yes No

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

Name: Barbara Z. Morrissey, Esq.
FROMMER LAWRENCE & HAUG LLP
745 FIFTH AVENUE
NEW YORK State: NY Zip: 10151

6. Total number of applications and registrations involved 20

7. Total fee (37 CFR 3.41)..... \$800.00

Enclosed
 Authorized to be charged to deposit account (if there are any additional fees required)

8. Deposit account number: 50-0320
(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.

Barbara Z. Morrissey, Reg. No. 41,205 *Barbara Z Morrissey* July 26, 1999

Name of Person Signing Signature Date

08/04/1999 NTHA11 00000174 75558922

01 FC:481 40.00 OP
02 FC:482 475.00 OP

Do not detach this portion

documents to be recorded with required cover sheet information to

Total number of pages including cover sheet, attachments, and document: 205

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.

08/04/1999 NTHA11 00000174 75558922
FC:481
FC:482
REEL: 001939 FRAME: 0254

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made the 1st day of July, 1999 between Edison Brothers Stores, Inc., a corporation organized and existing under the laws of the State of Delaware ("Assignor"), and The New 5-7-9 and Beyond, Inc., a corporation organized and existing under the laws of the State of New York ("Assignee").

WHEREAS Assignor has adopted and has used or is using in the United States, the trademarks, and is the sole exclusive owner of the registrations and applications for registration thereof, as listed in Schedule A attached hereto (the "Marks"); and

WHEREAS, in furtherance of the transactions contemplated by the Asset Purchase Agreement, dated as of May 17, 1999, by and between Assignor, Edison Brothers Apparel Stores, Inc., Edison Puerto Rico Stores, Inc. and Assignee, Assignor wishes to assign to Assignee and Assignee wishes to acquire all of Assignor's right, title and interest in and to the Marks, and the registrations and applications for registration thereof, and the goodwill of the business associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, transfers, and conveys unto Assignee, its successors, assigns, and legal representatives as successor to a portion of Assignor's business, the full and exclusive rights, title and interest in and to the Marks, whether statutory or at common law, including all registrations and applications for registration thereof, together with the existing and ongoing business to which the Marks pertain as well as the goodwill of the business symbolized by the Marks, and the right to

sue for, collect and retain all damages and profits and all other remedies for past infringements thereof.

ASSIGNOR agrees to execute any further papers and to do such other acts as may be necessary and proper to vest in Assignee full title in and to the Marks and the goodwill of the business symbolized by the Marks, and the registrations and applications for registration thereof.

The Commissioner of Patents and Trademarks of the United States is requested to issue the Certificates of Registration for the pending Marks to the Assignee in accordance with this Agreement

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IN WITNESS WHEREOF, ASSIGNOR has caused these presents to be duly executed in a manner appropriate thereto as of the 1st day of July, 1999.

EDISON BROTHERS STORES, INC.

By: John F. Burtelow
John F. Burtelow
Executive Vice President,
Chief Financial Officer and
Chief Administrative Officer

Date: ~~July 1, 1999~~ June 30, 1999

Missouri
State of ~~New York~~)
City St. Louis) ss.
~~County of New York~~)

^{30th} June
This ~~1st~~ day of ~~July~~, 1999, before me personally came the above named John F. Burtelow, to me personally known as the individual who executed the foregoing assignment on behalf of the identified corporation, who has acknowledged to me that he/she executed the same of his/her own free will and as the free will of the identified corporation, for the purposes therein set forth.

Kathy K. Jones
Notary Public

KATHY K. JONES
NOTARY PUBLIC NOTARY SEAL
STATE OF MISSOURI, CITY OF ST. LOUIS
Commission Expires: Jan 18, 2002

SCHEDULE A

U.S. Registrations for 579

Mark	Owner	Reg. Number	Reg. Date
5-7-9 (Stylized)	Edison Brothers Stores, Inc.	1,453,630	8/18/87
*DERRIERES (Stylized)	Edison Brothers Stores, Inc.	1,103,934	10/10/78
*EXTRA	Edison Brothers Stores, Inc.	1,769,979	5/11/93
*EXTRA (Stylized)	Edison Brothers Stores, Inc.	1,394,961	5/27/86
*KNIT KNACK & Design	Edison Brothers Stores, Inc.	1,206,275	8/24/82
*KOALA BEAR Design	Edison Brothers Stores, Inc.	2,008,627	10/15/96
*PETITE STREET P-S (Stylized)	Edison Brothers Stores, Inc.	1,096,354	7/11/78
SIZE 5-7-9 SHOPS (Stylized)	Edison Brothers Stores, Inc.	982,679	4/23/74
*THANK HEAVEN & Design	Edison Brothers Stores, Inc.	1,198,018	6/15/82
*VINO DE CASA & Design	Edison Brothers Stores, Inc.	1,220,956	12/21/82

*Indicates Marks that are (i) not in use, (ii) may be considered abandoned under the Federal Trademark Act and (iii) are vulnerable to cancellations due to non use.

Pending Marks for 579

Mark	Owner	Filing Date	Serial Number
@ Play	Edison Brothers Stores, Inc.	9/25/98	75/558,922
3D DENIM + DENIM + DENIM	Edison Brothers Stores, Inc.	9/25/98	75/558,919
3D DENIM DELUXE DENIM	Edison Brothers Stores, Inc.	9/25/98	75,558,921
ALL AROUND YOU	Edison Brothers Stores, Inc.	10/29/98	75/578,990
B. SASSY	Edison Brothers Stores, Inc.	10/5/98	75/564,352
BASIC BASIC ID CORPS	Edison Brothers Stores, Inc.	11/23/98	75/594,118
BASIC BRIGHT AND SIMPLE CLOTHING	Edison Brothers Stores, Inc.	9/25/98	75/558,918
DATE NIGHT	Edison Brothers Stores, Inc.	9/25/98	75/558,228
JET SILVER	Edison Brothers Stores, Inc.	10/13/98	75/569,232
XTREMELY HOT	Edison Brothers Stores, Inc.	11/23/98	75/594,119

Common Law Marks for 579

Mark

Owner

CHANCES	Edison Brothers Apparel Stores, Inc. Edison Brothers Stores, Inc. and Edison Puerto Rico Stores, Inc.
PARALLEL TURNS & Design	Edison Brothers Apparel Stores, Inc. Edison Brothers Stores, Inc. and Edison Puerto Rico Stores, Inc.
SHORT STOPS & Design	Edison Brothers Apparel Stores, Inc. Edison Brothers Stores, Inc. and Edison Puerto Rico Stores, Inc.
TOWN SHOP	Edison Brothers Apparel Stores, Inc. Edison Brothers Stores, Inc. and Edison Puerto Rico Stores, Inc.

Enclosed is an original executed Assignment document and a Recordation Form

Coversheet for the following trademark applications and registrations which are to be assigned to

The New 5-7-9 and Beyond, Inc. from Edison Brothers Stores, Inc:

<u>Mark</u>	<u>Registration No.</u>
5-7-9 (Stylized)	1,453,630
DERRIERES (Stylized)	1,103,934
EXTRA	1,769,979
EXTRA (Stylized)	1,394,961
KNIT KNACK & Design	1,206,275
KOALA BEAR Design	2,008,627
PETITE STREET P-S (Stylized)	1,096,354
SIZE 5-7 9 SHOPS (Stylized)	982,679
THANK HEAVEN & Design	1,198,018
VINO DE CASA & Design,	1,220,956
<u>Mark</u>	<u>Application Serial No.</u>
@ PLAY	75/558,922
3D DENIM + DENIM + DENIM	75/558,919
3D DENIM DELUXE DENIM	75/558,921
ALL AROUND YOU	75/578,990
B. SASSY	75/564,352
BASIC BASIC ID CORPS	75/594,118
BASIC BRIGHT AND SIMPLE CLOTHING	75/558,918
DATE NIGHT	75/558,228
JET SILVER	75/569,232
XTREMELY HOT	75/594,119