

OMB No. 06



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101119233

To the Hon

08-09-1999

and Trademarks: Please record the attached original documents or copy thereof.

U.S. Patent & TMOfo/TM Mail RcptDt. #34

1. Name of conveying party(ies).

ALLIANCE FOOTWEAR CORP.

- Individuals
- Association
- General Partnership
- Limited Partnership
- Other Corporation-State of New York

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

3. Nature of conveyance:

*8-9-99*

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

Execution Dates: 7/27/99

2. Name and address of receiving party(ies)

Name: NEXT STEP GROUP, INC.

Internal Address:

Street Address: 1794 E. 5<sup>th</sup> Street

City: Brooklyn State: NY Zip: 11223

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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 Registration number(s):

A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s) 1685398; 1188714 and 1508246

Additional numbers attached?  Yes  No

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

Name: Lisa A. Pieroni, Esq.

Address: KIRSCHSTEIN, et al.

489 Fifth Avenue

New York, New York 10017

6. Total number of applications and patents involved:

3

7. Total Fee (37 C.F.R. 3.41).....\$90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 11-1145

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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.

Lisa Pieroni

Name of Person Signing

*Lisa Pieroni*

Signature

8/3/99

Date

Total number of pages including cover sheet, attachments, and document: 3


## TRADEMARK ASSIGNMENT

WHEREAS, ALLIANCE FOOTWEAR CORP., a corporation organized and existing under the laws of the State of New York and located at 1794 East 5<sup>th</sup> Street, Brooklyn, New York 11223 ("Assignor"), is the sole and exclusive owner of all right, title and interest in and to the trademarks identified on Exhibit A ("Trademarks") and to the Trademark Registrations identified therein ("Trademark Registrations") which registration is in full force and effect; and

WHEREAS, NEXT STEP GROUP, INC., a corporation organized and existing under the laws of the State of New York and located at 1794 East 5<sup>th</sup> Street, Brooklyn, New York 11223 ("Assignee") is desirous of acquiring the title, rights, benefits and privileges to the above identified Trademarks and Trademark Registrations:

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10) and for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee the entire right, title and interest in and to the above-identified Trademarks and Trademark Registrations, together with all goodwill of the business arising from the use of and symbolized by the Trademarks and Trademark Registrations.

ALLIANCE FOOTWEAR CORP.

  
Name: Scott Dutton

Title: VP Pres

Dated: ~~April~~, 1999 7/27/99

EXHIBIT A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
COVER GIRL	1685398	May 5, 1992
COVER GIRL	1188714	February 2, 1982
CUSHIONAIRE	1508246	October 11, 1988