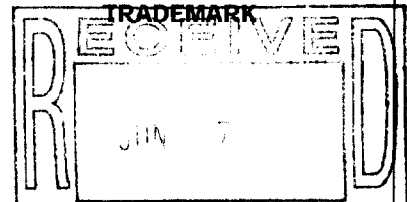


10-22-1999



MRD
6.7.99



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month / Day / Year
3 / 31 / 1999

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name STS, Inc., a corporation

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Tennessee

Receiving Party

Mark if additional names of receiving parties attached

Name MADISON INDUSTRIES, INC.

DBA/AKA/TA The Shop of John Simmons

Composed of _____

Address (line 1) 4925 Boonsboro Road

Address (line 2) Boonsboro Shopping Center

Address (line 3) Lynchburg Virginia 24503
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Virginia

06/09/1999 DNGUYEN 00000272 1045121

FOR OFFICE USE ONLY

65 E

01 FE:481 40.00 OP
02 FE:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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FORM PTO-1618B
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OMB 0851-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty box for Name]

Address (line 1)

[Empty box for Address (line 1)]

Address (line 2)

[Empty box for Address (line 2)]

Address (line 3)

[Empty box for Address (line 3)]

Address (line 4)

[Empty box for Address (line 4)]

Correspondent Name and Address

Area Code and Telephone Number

(804) 846-2768

Name

G. Edgar Dawson, III, Esq.

Address (line 1)

Petty, Livingston, Dawson & Richards, PC

Address (line 2)

P.O. Box 1099

Address (line 3)

Lynchburg, VA 24505

Address (line 4)

[Empty box for Address (line 4)]

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

[Empty boxes for Trademark Application Number(s)]

1,045,121 [] []
1,046,154 [] []
[] [] []

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

[Empty box for Deposit Account Number]

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Frances B. Cianciolo
Name of Person Signing

Frances B. Cianciolo
Signature

3/31/99
Date Signed

BILL OF SALE AND ASSIGNMENT

FOR VALUE RECEIVED and in accordance with the requirements of a certain Agreement dated April 31, 1999, the undersigned does hereby sell, assign, transfer, convey and deliver unto **MADISON INDUSTRIES, INC.**, a Virginia corporation, (hereinafter called "Purchaser"), all right, title and interest of the undersigned or any thereof, in and to the assets and properties described herein, **TO HAVE AND TO HOLD** unto the said Purchaser, its successors and assigns forever, free and clear of all liens, encumbrances and other claims of any nature whatsoever.

1. All of the undersigned's right, title and interest in the franchise rights to "The Shop of John Simmons" and "J-S" service marks and trademarks and other such service marks, trade names and trade marks as are now designated as part of the "System".

2. All of the undersigned's right, title and interest in certain copyrights in manuals, promotional and advertising materials related to a business plan and method for the operation of retail establishments devoted primarily to the sale of gift and specialty household items commonly known as the "John Simmons System" (herein the "System").

3. All of the undersigned's rights and interests in a franchise agreement dated September 15, 1994 and any and all modifications thereto by and between the parties to this Agreement, wherein STS, Inc. granted certain franchise rights to Madison Industries, Inc. so that the Assignee may operate as the franchise of the Seller.

4. All of the undersigned's other rights and interests which it may have acquired as a franchisor with respect to state and federal registrations of its business as a franchisor in each respective location.

It is further agreed that this instrument is subject to the terms and conditions of an agreement by and among the undersigned and Madison Industries, Inc., dated March 31, 1999, which agreement does not merge with this instrument but shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this instrument the day and year first above written.

STS, INC.
 By Frances Ciannelly
 Its President

STATE OF TENNESSEE,

CITY/COUNTY OF SHELBY, to-wit:

Before me, a Notary Public of the state and county aforesaid, personally appeared FRANCES CIANNELLY with whom I am personally acquainted, and who, upon oath, acknowledged herself to be President of STS, Inc., a Tennessee corporation, and that she, as such President, being authorized so to do, executed the foregoing Bill of Sale and Assignment for the purpose therein contained, by signing the name of the corporation by herself as President.

WITNESS my hand and seal this 31 day of MARCH, 1999.

My commission expires: My Commission Expires Apr 12, 2000

[NOTARIAL SEAL
 MUST BE AFFIXED]

Mary R. B. Burnett
 Notary Public

