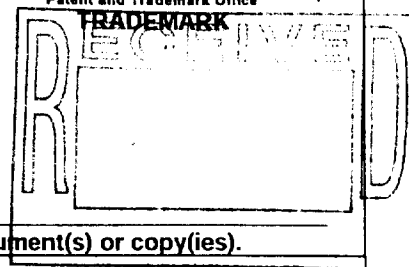


08-27-1999



101129794



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
8.23.99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

08/26/1999 MTHAI1 00000175 129233

01 FD:A81 40.00 OP

02 FD:A82 375.00 OP

FOR OFFICE USE ONLY

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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: #

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.

Bridget A. Brennan

Bridget A. Brennan

8-17-1999

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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

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

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1241251	<input type="text"/>	<input type="text"/>
1329707	<input type="text"/>	<input type="text"/>
1411428	<input type="text"/>	<input type="text"/>
1508223	<input type="text"/>	<input type="text"/>
1815993	<input type="text"/>	<input type="text"/>
1858651	<input type="text"/>	<input type="text"/>
128885	<input type="text"/>	<input type="text"/>

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

PSJN2238500.1

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

PSIN/238500.1

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

PSJN2/238500.1

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

PSJN2338500.1

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	JAPAN	2,369,075	01/31/02
BUSTER BROWN (WORD MARK)	JAPAN	2,369,076	01/31/02

PSJN2/2385001

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

PSJN238500.1

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	PHILIPPINES	Application pending	

PSIN2/238500.1

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

PSJN2/238500.1

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

• •

PSJN2238500 1

ASSIGNMENT OF TRADEMARKS

WHEREAS, KLEINERT'S, INC., a Pennsylvania corporation having an address of 120 West Germantown Pike, Suite 100, Plymouth Meeting, Pennsylvania 19462 (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. OF DELAWARE, a Delaware corporation having an address of Suite 200 & 202, 103 Foulk Road, Wilmington, Delaware 19803 (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 and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, said Assignor hereby assigns 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.

Date: 7/31/99

KLEINERT'S, INC.

By:  _____

Name:

Title:

Chief Operating Officer