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IEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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U.S. Patent & TMO/TM Mail Rcpt Dt. #47

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies).

ALLIANCE FOOTWEAR CORP.

- Individuals
- Association
- General Partnership
- Limited Partnership
- Other Corporation

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

3. Nature of conveyance:

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

Execution Dates: 7/30/99

2. Name and address of receiving party(ies)

Name: NEXT STEP GROUP, INC.

Internal Address: _____

Street Address: 1794 East 5th 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)

B.

Trademark Registration No.(s) 2055470 and 346290

Additional numbers attached? Yes No

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:

2

7. Total Fee (37 C.F.R. 3.41).....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1145

10/20/1999 MTHA11 00000076 2055470

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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

Signature

October 12, 1999
Date

Total number of pages including cover sheet, attachments, and document: 2

TRADEMARK

REEL: 001975 FRAME: 0982

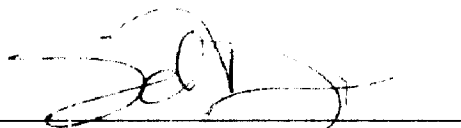
TRADEMARK ASSIGNMENT

WHEREAS, ALLIANCE FOOTWEAR CORP., a corporation organized and existing under the laws of the State of New York and located at 1794 East 5th 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 350 Fifth Avenue, Suite 4112, New York, New York 10118 ("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: Steven Dastey

Title: Pres

Dated: July 28, 1999

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EXHIBIT A

| <u>Trademark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------|-------------------------|--------------------------|
| MADemoiselle | 2055470 | April 22, 1997 |
| MADemoiselle | 346290 | May 18, 1937 |