

ASSIGNMENT

FOR ONE DOLLAR (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Meritus Industries, Inc., a New Jersey Corporation with an office and place of business at 23 Kulick Road, Fairfield, New Jersey 07004 (hereinafter "Assignor"), hereby assigns to Geoffrey, Inc., a Delaware corporation, having a business address of 2002 West 14th Street, Wilmington, Delaware 19806 (hereinafter "Assignee"), Assignor's entire right, title and interest in and to the trademark GIRLS ON THE GO and United States Trademark Registration No. 2,265,583 for such mark, which registration issued on July 27, 1999; together with the good will of the business symbolized by said mark, to be held and enjoyed by said Assignee for its own use and benefit and for the use and benefit of its successors and assigns as fully and as entirely as the same would have been held and enjoyed by Assignor had the assignment not been made.

ASSIGNOR COVENANTS and AGREES that it will, at any time upon request, without any compensation, execute and deliver any and all papers or instruments that in the reasonable opinion of the Assignee may be necessary to secure to said Assignee the full enjoyment of the rights, title and interest hereby conveyed or intended to be conveyed.

Signed, Sealed and Delivered at Fairfield, New Jersey, this 14 day of September , 1999.

MERITUS INDUSTRIES, INC.

By Beth Reiling

Name: Beth Reiling
Title: Executive Vice President

State of New Jersey)
)
County of) ss:

On the 14th day of September, 1999, before me personally came Beth Reiling, to me known and known to me to be the Executive Vice President of the Assignor above named, and duly acknowledged to me that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received

Evelyn Frankel
Notary Public

(AFFIX SEAL)

EVELYN FRANKEL
Notary Public of New Jersey
My Commission Expires on Nov. 27, 1999