

U.S. TRADEMARK AND SERVICEMARK ASSIGNMENTS

WHEREAS, The Baby's Room, Inc., an Illinois corporation, doing business at 857 North Larch Avenue, Elmhurst, Illinois ("Assignor") is the present title owner of the following:

- (i) The trademark "The Baby's Room" as registered with the U.S. Patent and Trademark Office under Registration No. 1,634,474, dated February 5, 1991;
- (ii) The servicemark "The Baby's Room" (and Design) as registered with the U.S. Patent and Trademark Office under Serial No. 75/230,064, dated January 23, 1997;
- (iii) The servicemark "Child Space" as registered with the U.S. Patent and Trademark Office under Serial No. 75/560,200, dated September 28, 1998;
- (iv) The servicemark "Child Space" (and Design) as registered with the U.S. Patent and Trademark Office under Serial No. 75/560,393, dated September 28, 1998;
- (v) The servicemark "USA Baby" as registered with the U.S. Patent and Trademark Office under Registration No. 1,500,843, dated August 16, 1988 (Principal Register);
- (vi) The servicemark "USA Baby" as registered with the U.S. Patent and Trademark Office under Registration No. 1,498,176, dated July 26, 1988 (Supplemental Register);

(All of the trademarks and servicemarks set forth in (i)-(vi) above are hereinafter collectively referred to as the "Assigned Trademarks and Servicemarks").

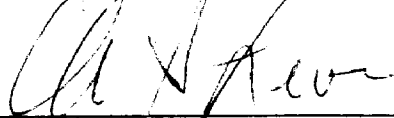
WHEREAS, Baby's Room U.S.A., Inc., an Illinois corporation, doing business at 857 North Larch Avenue, Elmhurst, Illinois ("Assignee"), is desirous of acquiring all right, title and interest in and to the Assigned Trademarks and Servicemarks.

NOW THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor

does hereby sell, assign, and transfer unto Assignee, its successors and assigns, all right, title and interest in and to the Assigned Trademarks and Servicemarks, together with that part of the goodwill of the Assignor's business in connection with the use of and symbolized by the said trademark.

IN WITNESS WHEREOF, Assignor has hereunder executed this instrument is effective as of the 1st day of January, 2000.

THE BABY'S ROOM, INC.



Alan S. Levine, President

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