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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-21-2000



101465173

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

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 Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name iBABY, Inc.

7/6/00

Formerly _____

7573805

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Babygear.com, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 10 West 33rd Street, Suite 400

Address (line 2) _____

Address (line 3) New York New York 10001
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 Delaware

FOR OFFICE USE ONLY

09/20/2000 NTHA11 00000222 75738052

01 FC:481
02 FC:482

40.00 DP
300.00 DP

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

TRADEMARK
REEL: 002142 FRAME: 0432

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)

<input type="text" value="75738052"/>	<input type="text" value="75738055"/>	<input type="text" value="75738054"/>	<input type="text" value="2209687"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75738050"/>	<input type="text" value="75738583"/>	<input type="text" value="75738053"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75738051"/>	<input type="text" value="75462652"/>	<input type="text" value="75462548"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

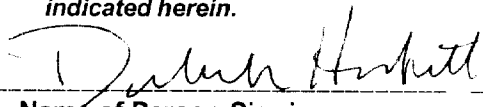
Method of Payment: Enclosed Deposit Account

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.



DEBORAH HARTNETT
Signature

6/31/2000
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

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

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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)

75462547	75462531	75264837
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TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated as of July 6, 2000, by and between iBABY, INC., a Delaware corporation ("Assignor"), and BABYGEAR.COM, INC., a Delaware corporation ("Assignee").

Assignor (i) is the owner of the trademark registration listed on Schedule 1 attached hereto, which registration was registered on the date, and assigned the registration number, indicated on Schedule 1 hereto, and (ii) has applied to register on the Principal Register of the United States Patent and Trademark Office, based on Assignor's use or *bona fide* intent to use in commerce, the trademarks listed on Schedule 1 attached hereto in connection with the goods and/or services indicated in such applications, which applications were filed on the dates, and assigned the serial numbers, indicated on Schedule 1 hereto (collectively, the "Marks").

Pursuant to the Asset Purchase Agreement dated as of the date hereof between Assignor and Assignee, Assignor agreed to sell, convey, assign, transfer and deliver to Assignee all of Assignor's right, title, and interest in, to, and under the Marks, including the goodwill associated with the Marks and the portion of the business of Assignor in connection with which Assignor has a *bona fide* intent to use the Marks with respect to the business concerning which the Marks pertain. Assignor and Assignee want to confirm this assignment for purposes of filing the same with the United States Patent and Trademark Office. The parties therefore agree as follows.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers, assigns, and otherwise conveys to Assignee, all of Assignor's right, title, and interest in, to, and under the following

1. the Marks;
2. the goodwill associated with the Marks; and
3. all rights to proceeds of the foregoing, including, without limitation, any claim by Assignor against third parties for past, present, or future infringement of the Marks.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be duly executed and authorized as of the date hereof.

iBABY, INC.

By: 

Name: Steven A. Elkes

Title: Chief Executive Officer

Acknowledged and Agreed to:
BABYGEAR.COM, INC.

By: 

Name: Preston Bealle

Title: President

SCHEDULE 1

TRADEMARKS AND SERVICE MARKS

Registration Number	Registration Date	Trademark or Service Mark
2,209687	12/8/1998	IBABY

Application Number	Application Date	Trademark or Service Mark
75/738,052	6/28/1999	IBABY
75/738,055	6/28/1999	IBABY
75/738,054	6/28/1999	IBABY
75/738,050	6/28/1999	IBABY
75/738,583	6/28/1999	IBABY
75/738,053	6/28/1999	IBABY
75/738,051	6/28/1999	IBABY
75/462,652	4/6/1998	IBABY
75/462,548	4/6/1998	IBABY
75/462,547	4/6/1998	INTERNETBABY
75/462,531	4/6/1998	INTERNETBABY
75/264,837	3/27/1997	INTERNETBABY

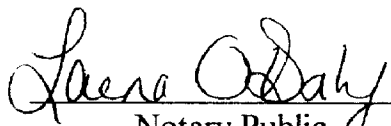
STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 17th day of July, 2000, before me personally came Steven A. Elkes, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the Chief Executive Officer of iBABY, INC.; he signed the instrument in the name of iBABY, INC; and he had the authority to sign the instrument on behalf of iBABY, INC.

LAURA ODALY
Notary Public, State of New York
No. 020D5087963
Qualified in Suffolk County
Commission Expires Nov. 10, 2001

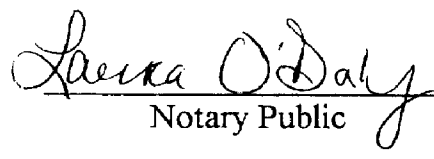


Notary Public

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 6th day of July 2000, before me personally came Preston Bealle, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is the President of BABYGEAR.COM, INC.; that he signed the instrument in the name of BABYGEAR.COM, INC. and he had the authority to sign the instrument on behalf of BABYGEAR.COM, INC.

LAURA ODALY
Notary Public, State of New York
No. 02005087963
Qualified in Suffolk County
Commission Expires Nov. 10, 2001



Notary Public