

10-06-2000



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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
July 30, 1999

Conveying Party

Mark if additional names of conveying parties attached

Name MEM Company, Inc. Execution Date July 30, 1999
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Guus Wauben Holding B.V.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Herengracht 548

Address (line 2) _____

Address (line 3) _____ 1017 CG Amsterdam _____
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Netherlands

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.)

FOR OFFICE USE ONLY

10/06/2000 MTHAI1 00000094 033415 1569589

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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

CORRECTION OF ASSIGNMENT SUBMITTED FOR RECORDATION ON JUNE 1, 2000

TRADEMARK
REEL: 002152 FRAME: 0026

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.

Deborah K. Squiers

Deborah K. Squiers

8/14/00

Name of Person Signing

Signature

Date Signed

"Express Mail" mailing label number EL432138284US
Date of Deposit August 14, 2000
I hereby certify that this paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Esther C. Seitzer

(Typed or printed name of person mailing paper or fee)

[Signature]
(Signature of person mailing paper or fee)

TRADEMARK

REEL: 002152 FRAME: 0027

ASSIGNMENT OF TRADEMARKS

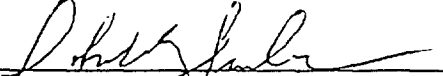
WHEREAS, MEM Company, Inc., a New York corporation, having an address at 3 Landmark Square, 5th Floor, Stamford, CT 06901-2501 (hereinafter "Assignor") has used or intends to use the trademarks, trademark rights, trade names, trade name rights, service marks, service mark rights, service names, service name rights, brand names, trade dress, business and product names, logos and slogans including but not limited to those listed on Schedule A attached hereto (Hereinafter referred to as "the said marks"); and

WHEREAS, Guus Wauben Holding B.V., a Netherlands corporation, through its agent St. Honoré Holding, Inc. a Delaware corporation (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the said marks in the United States and throughout the world and to the pending or issued registrations also including but not limited to those set forth on Schedule A attached hereto (hereinafter referred to as "the said registrations"), together with the goodwill of the business in connection with which the said marks and said registrations are used and which are symbolized by the said marks and said registrations, along with all claims and causes of action for infringement arising after July 30, 1999;

NOW, THEREFORE, for good and valuable consideration including, without limitation, the consideration paid to Assignor pursuant to that certain Asset Purchase Agreement by and among DPC Acquisition Corp., Assignor and certain other affiliates of Assignor dated as of June 28, 1999 (the "Asset Purchase Agreement"), receipt of which is hereby acknowledged, pursuant to and in accordance with the Asset Purchase Agreement, Assignor does hereby assign unto Assignee all of Assignor's right, title and interest in and to the said marks and registrations therefor for the United States and throughout the world together with the goodwill of the business in connection with which the said marks and registrations are used and which are symbolized by the said marks and registrations, along with all claims and causes of action for infringement arising after July 30, 1999;

Assignor agrees to, at Assignee's request and without expense (including without limitation expenses relating to recordals), execute and deliver such other instruments and take such other actions as Assignee may reasonably request to more effectively put Assignee in possession and operating control of all or any part of said marks and registrations. Assignor will cooperate with Assignee to deliver such bills of sale, endorsements, assignments, and other good and sufficient instruments of conveyance and transfer (including but not limited to assignment of any said marks and registrations in recordable form), in form and substance reasonably satisfactory to Assignee and its counsel, as are commercially reasonable under the circumstances to vest in Assignee good and valid title to said marks and registrations free and clear of any Encumbrances (as such term is defined in the Asset Purchase Agreement); provided, however, that Assignor shall have no obligation to record any of said marks and the parties shall be responsible for fees, taxes and expenses as set forth in the asset Purchase Agreement. Assignee shall be responsible for all fees or taxes associated with the generation of any endorsement, assignment and other good and sufficient instruments of conveyance as contemplated by the Asset Purchase Agreement.

MEM COMPANY, INC.

By: 

Name: John R. Jackson

Title: Vice President and Secretary

Corporate Acknowledgement Form

STATE OF)
) ss.:
COUNTY OF)

On this 30th day of July, 1999, before me personally came John R. Jackson to me known, who being by me duly sworn did depose and say s/he is the Vice President and Secretary of Mem Company, Inc., the Corporation described in and which executed the foregoing instrument and that s/he signed his/her name hereto.

Hannah Singal

Notary Public HANNAH SINGAL
Notary Public State of New York
No. 10405
County of Kings County
Certificate Filed in New York County
Commission Expires April 19 2001

SCHEDULE A

United States

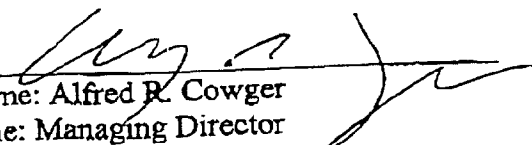
| <u>TINKERBELL</u> | | <u>Classes</u> | <u>App. #</u> | <u>App. Dt</u> | <u>Reg. #</u> | <u>Reg. Dt</u> |
|-------------------|----|----------------|---------------|----------------|---------------|----------------|
| TINKERBELL | 14 | | 796514 | 4/28/89 | 1569589 | 12/5/89 |
| TINKERBELL | 16 | | 796543 | 4/28/89 | 1569688 | 12/5/89 |
| TINKERBELL | 18 | | 796246 | 4/27/89 | 1569729 | 12/5/89 |
| TINKERBELL | 26 | | 796469 | 4/28/89 | 1569895 | 12/5/89 |
| TINKERBELL | 28 | | 796471 | 4/28/89 | 1569977 | 12/5/89 |
| TINKERBELL | 21 | | 73/807563 | 6/19/89 | 1580147 | 1/30/90 |

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Guus Wauben Holding B.V., hereby appoints Deborah K. Squiers, Jeffrey H. Epstein, Arthur J. Greenbaum, David Goldberg, William M. Borchard, Baila H. Celedonia, Mary L. Kevlin, Lynn S. Fruchter and all other attorneys of Cowan, Liebowitz & Latman, P.C., 1133 Avenue of the Americas, New York, New York 10036-6799 as its domestic representative upon whom notices or process in proceedings affecting the Trademark set forth below may be served.

| Trademarks | Registration Nos. |
|------------|-------------------|
| TINKERBELL | 1569589 |
| TINKERBELL | 1569688 |
| TINKERBELL | 1569729 |
| TINKERBELL | 1569895 |
| TINKERBELL | 1569977 |
| TINKERBELL | 1580147 |

GUUS WAUBEN HOLDING B.V.

By: 
 Name: Alfred R. Cowger
 Title: Managing Director

an officer of the corporation

Dated: 5/26, 2000

SAF/SAF/19235/00/417557.1