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U.S. Patent & TMOfr/TM Mail Rcpt Dt. #57

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**RECORD COVER SHEET
TRADEMARKS ONLY**

1-17-01

Asst. Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202

RE: Our File:T71875

1. Name (and address) of conveying party(ies)
Toronto Dominion Bank

2. Name and Address of receiving party(ies)
9071-3850 Quebec Inc.
8950, Pie IX Blvd.,
Montreal, Quebec, H1Z 4H9,
Canada

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation Canada
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation Canada
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment;
- Security Agreement;
- Other: Transfer in bankruptcy
- Merger
- Change of Name

Execution Dates: June 1, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)	B. Trademark Reg. No.(s)
	<u>1,877,682;</u> 2,312,799;
	2,225,084; 933,257

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

COLLEN LAW ASSOCIATES, P.C.
The Holyoke Manhattan Building
80 South Highland Avenue, Ossining, New York 10562

01/29/2001 DBYRNE 00000123 1877682

01 FC:481

40.00 OP
75.00 OP

02 FC:482

**TRADEMARK
REEL: 002220 FRAME: 0796**

CONFIRMATORY TRADE-MARK ASSIGNMENT

PREAMBLE

1. The Trade-Marks listed in schedule A herein have been previously held and owned by Canadian Children's Wear Limited / Compagnie Canadienne de Vêtements d'Enfants Limitée (Hereafter "CCW").
2. CCW entered into 3 Moveable Hypotecs on March 22 1994, April 24 1995 and April 23 1998, with the Toronto Dominion Bank (hereafter "TD Bank") by which all assets of CCW, including all rights in trade-marks, were pledge as securities for debt to the TD Bank.
3. Said Moveable Hypotecs were duly registered on the Quebec's *Registre des droits personnels et réels mobilier* under numbers 94-0029504-001, 95-0051761-0001 and 98-0045717-002.
4. CCW filed a voluntary assignment in bankruptcy on November 17 1998.
5. Notice of default under the Moveable Hypotecs and declaration of intent to exercise hypothecary rights were issued January 22 1999 by the TD Bank and served on CCW and the Trustee in bankruptcy, PricewaterhouseCoopers Inc (hereafter "PWC"), vesting the TD Bank with the power to effect the sale of all properties belonging to CCW and covered by the Moevable Hypotecs and such notice of default, the whole in accordance to section 2784 and Ss. of the Civil Code of Quebec.
6. On March 29 1999, by way of 2 *Conventions de vente et d'achat*, 9071-3850 Quebec Inc. legally acquired from TD Bank, acting in the name of CCW, all rights titles and interests of CCW in the trade-marks and trade-marks rights listed in Schedule A herewith, together with all the goodwill associated therewith.

7. Said *Conventions de vente et d'achat* provided that the parties thereto agree to sign such further documents as may be required to perfect these transfers, as intended by the parties.
8. NOW THEREFORE, in accordance with the aforesaid terms as agreed between the parties, and in confirmation of the above mentioned transfers, the Toronto Dominion Bank hereby makes the following confirmatory conveyance.

ASSIGNMENT

9. The Toronto Dominion Bank hereby confirms the sale and transfer dated March 29 1999, by which TD Bank, acting in the name and place of CCW, sold and transferred to 9071-3850 Quebec Inc., corporation duly incorporated under the laws of the Province of Quebec and having its head office located at 8950, Pie IX Blvd., Montreal, Quebec, H1Z 4H9, all rights, titles and interests world-wide belonging to CCW, in the trade-marks and trade-marks rights listed in Schedule A herewith, together with all the goodwill associated therewith.

EXECUTED at Montreal, Quebec, Canada, this ...1... day of ...*June*..... 2000

Toronto Dominion Bank

By: *[Signature]*

Title: *Asst. Mgr.*

SCHEDULE A

All rights in all Trade-Marks listed here below, whether registered or not and in respect of all territories in which such Trade-Marks enjoy rights.

CANADA

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	TMA 260,714	July 10, 1981
Ski + Fun Design	TMA 460,928	August 9, 1996
Little Nugget	UCA 30604	August 18, 1948
Crac	TMA 330,533	July 31, 1987
Irving Samuel	TMA 360,338	September 15, 1989
Mini Image	TMA 489,322	February 4, 1998
Sami	TMA 369,339	September 15, 1989
Tiger Tuff	UCA 39172	July 17, 1951
Création Petit Poucet	TMA 244818	May 16, 1980
Création Petit Poucet	TMA 241366	March 21, 1980
Ma Poupée	670688 (Abandoned)	November 19, 1990
Biz-Cot	830,030 (Abandoned)	November 27, 1996
Miele	Unregistered	

UNITED STATES OF AMERICA

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	2,312,799	February 1, 2000
Ski + Fun Design	Unregistered	
Little Nugget	Unregistered	
Crac	Unregistered	
Irving Samuel	2,225,084	February 23, 1999
Mini Image	Unregistered	
Sami	Unregistered	
Tiger Tuff	765,548	February 25, 1964
Création Petit Poucet	Unregistered	
Création Petit Poucet	933,257	May 2, 1972
Ma Poupée	1,877,682	February 7, 1995
Biz-Cot	75/284,733 (Abandoned)	May 1, 1997
Miele	Unregistered	