

5-14-01

05-18-2001



EET

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Docket No.:

25623.001

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101722045

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Steedman Wilson, Inc. (f/k/a Steedman Communications, Inc.)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of South Carolina
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Raggs Kids Club, Inc.**

Internal Address: **Suite 2010**

Street Address: **1930 Camden Road**

City: **Charlotte** State: **NC** ZIP: **28203**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of North Carolina
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Nunc Pro Tunc**

Execution Date: **May 9, 2001**

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

75/371,425
75/549,015
75/549,619

75/550,089

Yes No

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

Name: **Gwendolyn L. Gill**

Internal Address: **Kennedy Covington Lobdell & Hickman**

Street Address: **4200 Bank of America Corporate Center**
100 N. Tryon Street

City: **Charlotte** State: **NC** ZIP: **28202**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

05/17/2001 DBYRNE 00000212 75371425
01 FC:481 40.00 DP
02 FC:482 75.00 DP

9. 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.

Gwendolyn L. Gill, Reg. No. 46,214 *Gwendolyn L. Gill* **May 10, 2001**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **4**

ASSIGNMENT OF TRADEMARK REGISTRATIONS
NUNC PRO TUNC

Whereas Steedman Wilson, Inc. (f/k/a Steedman Communications, Inc.), a corporation organized and existing under the laws of South Carolina (the "Assignor"), was previously the owner of the trademarks (the "Marks") and the registrations thereof (the "Trademark Registrations") identified on Exhibit A hereto;

Whereas Raggs Kids Club, Inc., a corporation organized and existing under the laws of North Carolina (the "Assignee"), previously acquired an assignment of said Marks and Trademark Registrations as part of a transfer of certain assets from Assignor to Assignee;

Whereas Assignor and Assignee desire to reduce to writing and memorialize the assignment of said Marks and Trademark Registrations *nunc pro tunc* effective on or about November 1, 1999;

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor has heretofore assigned, and hereby confirms, verifies and ratifies said assignment *nunc pro tunc* effective on or about November 1, 1999, unto said Assignee the entire right, title and interest in and to said Marks and Trademark Registrations, together with the goodwill of the business symbolized thereby.

[Signature page follows]

0203496.01
LIB:

TRADEMARK
REEL: 002297 FRAME: 0948

Assignor: Steedman Wilson, Inc.

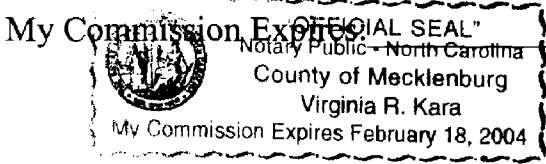
Antoinette K. Steedman (SEAL)
By: Antoinette K. Steedman
Its: President

State of North Carolina

County of Mecklenburg

On this 9th day of May, 2001, before me a Notary Public, came Antoinette K. Steedman to me known and known by me to be the individual described in and who executed the foregoing Assignment, and duly acknowledged the same to be his free act and deed.

Virginia R. Kara
Notary Public



Assignee: Raggs Kids Club, Inc.

Antoinette K. Steedman (SEAL)
By: Antoinette K. Steedman
Its: President

State of North Carolina

County of Mecklenburg

On this 9th day of May, 2001, before me a Notary Public, came Antoinette K. Steedman to me known and known by me to be the individual described in and who executed the foregoing Assignment, and duly acknowledged the same to be his free act and deed.

Virginia R. Kara
Notary Public

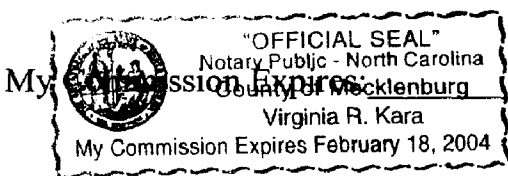


EXHIBIT A

Country	Serial No.	Filing Date	Mark
United States	75/371,425	October 10, 1997	RAGGS KIDS CLUB
United States	75/549,015	September 8, 1998	RAGGS KIDS CLUB
United States	75/549,619	September 8, 1998	RAGGS KIDS CLUB and Design
United States	75/550,089	September 8, 1998	RAGGS KIDS CLUB and Design
Canada	1,007,413	March 5, 1999	RAGGS KIDS CLUB
Canada	1,007,417	March 5, 1999	RAGGS KIDS CLUB and Design