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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 7-6-01
John S. Pereira, as Trustee
of Babygear.com, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Trustee
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: eStyle, Inc.
Internal
Address: _____
Street Address: 865 South Figueroa Street
City: Los Angeles State: CA Zip: 90017
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No N/A
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Bill of Sale
Execution Date: July 3, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/264837
75/462531
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,209,687 (75/265475)
2,346,239 (75/713362)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Rita M. Carrier, Esq.
Internal Address: Sullivan & Cromwell
Suite 800
Street Address: 1701 Pennsylvania Ave., NW
City: Washington State: DC Zip: 20006-5805

6. Total number of applications and
registrations involved: **26**
7. Total fee (37 CFR 3.41).....\$ 665.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
N/A
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
Rita M. Carrier Rita M. Carrier July 6, 2001
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/19/2001 6TON11 00000141 75264837

01 FC:481
02 FC:482

40.00/OP
625.00/OP

Continuation of Recordation Form Cover Sheet For Bill of Sale From John S. Pereira, as Trustee of Babygear.com, Inc. to eStyle, Inc.

Item 4

Trademark Applications Nos.

75/462547
75/462548
75/462652
75/598842
75/713361
75/713363
75/734598
75/738050
75/738051
75/738052
75/738053
75/738054
75/738055
75/738583
75/738587
75/738588
75/935580
76/056525
76/056526
76/056549
76/057057
78/004959

BILL OF SALE

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, and intending to be legally bound hereby, John S. Pereira, as Trustee (the "Trustee") of Babygear.com, Inc. (the "Debtor") hereby grants, conveys, transfers, assigns and delivers to e. Style, Inc. ("Buyer"), and Buyer's successors and assigns, all of the Trustee's rights, title and interest in certain Uniform Record Locators and Trademarks attached as Schedule A (the "Assets").

This Bill of Sale is intended only to effect the transfer of the Assets.

WITNESS the due execution hereof this 31st day of July, 2001.

ATTEST:

JOHN S. PEREIRA, as Trustee of
Babygear.com, Inc.

[Handwritten signature]

By: *[Handwritten signature]*
Title: Chapter 7 Trustee

SCHEDULE A

Assets of Babygear.com, Inc. subject to eStyle, Inc.'s Offer to Purchase

- i) All of the Uniform Record Locators currently registered to Babygear.com, Inc. or to one its several predecessor entities or dba's (namely Online Retail Group, Inc., Americasbaby.com, Inc., Americas Baby and Cybertykes, Inc.), including the following:

cybertykes.com	babyfurniture-online.com
marriagegear.com	babycentersucks.com
babygearwholesale.com	babyden.com
internetbaby.com	toddlergear.com
babygearsucks.com	ibaby.com
babygear.net	infantgear.com
iuniforms.com	childgear.com
baby-gear.com	babybrands.com
americaskidz.com	babyfurniture.net
kidzfurniture.com	babystroller.net
babyfurniture.com	carseat.net

- ii) All of the trademarks, including all common law and related rights thereto, of Babygear.com, Inc. or its several predecessor entities or dba's (namely Online Retail Group, Inc., Americasbaby.com, Inc., Americas Baby and Cybertykes, Inc.), including those identified by the following serial numbers, as filed with the USPTO:

75/264837 (INTERNETBABY)	75/598842 (ONLINE RETAIL GROUP)
75/265475 (IBABY)	75/713361 (BABYGIFTS.COM)
75/462531 (INTERNETBABY)	75/713362 (IUNIFORMS.COM)
75/462547 (INTERNETBABY)	75/713363 (BABYFURNITURE.COM)
75/462548 (IBABY)	75/734598 (AMERICASBABY.COM)
75/462652 (IBABY)	75/935580 (BABYGEAR.COM)
75/738050 (IBABY)	76/056525 (THE BABYGEAR SUPERSTORE)
75/738051 (IBABY)	76/056526 (THE BABYGEAR SUPERSTORE)
75/738052 (IBABY)	76/056549 (THE SUPER BABYGEAR STORE)
75/738053 (IBABY)	76/057057 (THE SUPER BABYGEAR STORE)
75/738583 (IBABY)	78/004959 (BABYGEAR)
75/738054 (IBABY)	
75/738055 (IBABY)	
75/738583 (IBABY)	
75/738587 (IMATERNITY)	
75/738588 (IMATERNITY)	