

OLPE
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08-01-2001



101794257

To the honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copythereof

1. Name of conveying party(ies)

Sarafina Invest Ltd.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership
- Corporation-Foreign

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: 3681441 CANADA INC.

Street Address: 400 Sauve West
Montreal, Quebec, Canada

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

If assignee is not domiciled in the United States,
a domestic representative designation is attached:

Yes No

(Designations must be a separate document fom
Assignment)

Additional name(s) & Address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 6, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 1,185,895 - BUFFALO DE FRANCE & Design
- 1,185,897 - BUFFALO
- 1,313,522 - Miscellaneous Design
- 1,319,493 - Miscellaneous Design
- 2,155,119 - BUFFALO

Additional numbers attached? Yes No

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

Name: Arent Fox Kintner Plotkin & Kahn, PLLC

Street Address: 1050 Connecticut Avenue, N.W., Suite 600,
Washington, D.C. 20036-5339

6. Total number of applications and registrations
involved: 5

7. Total fee (37 CFR 3.41)..... \$ 140.00

- Enclosed Check #
- Any additional fees are authorized to be charged to
Deposit Account 01-2300.

8. Deposit account number: 01-2300
(Attach duplicate copy of this page if paying by Deposit Account)

07/31/2001 AMWED1 00000064 012300 1185895
01 FC:1461 40.00 CH
02 FC:482 100.00 CH

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.

Charles M. Marmelstein
Name of Person Signing
Reg. No. 25,895

Signature

July 24, 2001
Date

Total number of pages including cover sheet, attachment, and document: 15

DEED OF ASSIGNMENT

This Deed of Assignment is made this 6th day of July 2001

Between

SARAFINA INVEST LTD a company incorporated under the laws of British Virgin Islands, having a place of business at Pasea Estate, P.O. Box 3149, Road Town, Tortola, British Virgin Islands,

(hereinafter referred to as "the Assignor")

and

3681441 CANADA INC a company incorporated under the laws of Canada, having a place of business at 400 Sauvé West, Montreal, Quebec, Canada,

(hereinafter referred to as "the Assignee")

WHEREAS:

- [A] The Assignor is the sole and exclusive registered proprietor and beneficial owner of the trademarks which consist in the word BUFFALO and associated devices and registered under trademark registration numbers 1,185,895, 1,185,897, 1,313,522, 1,319,493 & 2,155,119 in the United States Patent & Trademark Office, full particulars of which are set out in Schedule 1 attached hereto (hereinafter referred to as "the Trademarks").
- [B] The Assignor wishes to assign the ownership and all rights existing in the trademarks as well as the related goodwill to the Assignee upon the terms and conditions set out hereunder.
- [C] The Assignee hereby accepts such assignment subject to the terms and conditions set out below.

NOW THIS DEED WITNESSES AS FOLLOWS:

1. ASSIGNMENT

The Assignor hereby assigns unto the Assignee absolutely together with all the Assignor's rights and interests in respect of them the ownership, right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks individually or collectively, and the above

identified registrations thereof with full effect upon signature by both parties of this Deed of Assignment. The herein assignment is made for good and valuable consideration, the receipt of which is hereby acknowledged.

2. ASSIGNOR'S OBLIGATIONS

The Assignor agrees with the Assignee at the direction and expense of the Assignee to execute or procure to execute any further documents that the Assignee may reasonably require to give effect to this Assignment and enable the Assignee to become registered by the United States Patent & Trademark Office as the proprietor of the Trademarks.

3. WARRANTIES AND INDEMNITIES

The Assignor warrants that it:

- 3.1 is the proprietor of the Trademarks and has full power and authority to enter into this Assignment;
- 3.2 has not either by any act or omission caused or permitted to anything which may endanger the registration of the Trademarks;
- 3.3 has not knowingly withheld from the Assignee knowledge of any circumstance that may cause the United States Patent & Trademark Office to object to the registration of this Assignment;
- 3.4 to the best of the Assignor's knowledge no claims have been raised nor any legal proceedings commenced in connection with the validity, the use and/or the interpretation of the Trademark or in connection with the rights existing in such Trademark;
- 3.5 will keep the Assignee indemnified against all actions claims proceedings costs and damages (including any damages or compensation paid by the Assignee on the advice of its legal advisors to compromise or settle any claim) and all legal costs or other expenses arising out of any breach of the above warranties or out of any claim by a third party based on any facts which if substantiated would constitute such a breach.

4. NO VARIATION

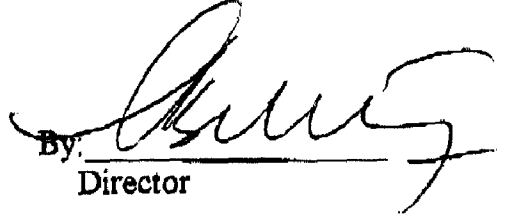
Any variation to this Assignment shall be binding as between the parties only if it is recorded in a written document as a Deed by or on behalf of the parties hereto.

5. PROPER LAW AND JURISDICTION

This Deed shall be governed by and construed in all respects including formation and interpretation in accordance with the laws of United States of America, state of New York and both parties submit to the jurisdiction of the New York State Courts.

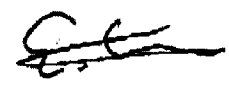
Executed and delivered as a deed the date before written.

3681441 CANADA INC

By: 
Director

SARAFINA INVEST LTD

By: 
Director

By: 
Director

SCHEDULE 1

TRADEMARK

BUFFALO DE FRANCE & design of cowboy jeans sitting on chair

Registration number 1,185,895

Men's and women's pants

BUFFALO

Registration number 1,185,897

Men's and women's pants

BUFFALO & design

Registration number 1,313,522

Blue jeans and dungarees

BUFFALO & design

Registration number 1,319,493

Western style wear and accessories for men, namely boys' and men's jeans, men's knit and woven shirts

BUFFALO

Registration number 2,155,119

Sunglasses, watches, bracelets, earrings, anklets, charms, necklaces, luggage, knapsacks, bed sheets, pillow-cases, comforters, towels, clothing, namely men's and women's underwear, socks, hosiery, neck ties, bow ties, bathrobes, bathing suits, shoes, boots, slippers

TERRITORY/COUNTRY

UNITED STATES OF AMERICA

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re registration of:

3681441 Canada Inc.

Reg. No.: 1,185,895

Registered: January 12, 1982

Mark: BUFFALO DE FRANCE & Design

**POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Commissioner of Trademarks
Washington, D.C. 20231

Sir:

Applicant hereby appoints Arent Fox Kintner Plotkin & Kahn, PLLC of 1050 Connecticut Avenue, Suite 400, Washington, D.C. 20036-5339, a firm including Charles M. Marmelstein; Robert B. Murray; Douglas H. Goldhush; Douglas E. Bush; Michael A. Grow; David Gryce; Sheldon Klein; Anthony Lupo; William E. Marames; Peter S. Reichertz; Sarira D. Alexander; Jessica Brodney; Elizabeth Cohen; Jim Davis; Therese K. Francese; Pam Haughton-Denniston; Jennifer Myron; Deborah Shelton; Melanye Johnson; Sarah Wolf; Peter Dernbach; Sandra Riley; all members of the Bar of the District of Columbia; and Cristina Carvalho, a member of the New York Bar; jointly and severally as its attorney with full power of substitution and revocation to prosecute this application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration.

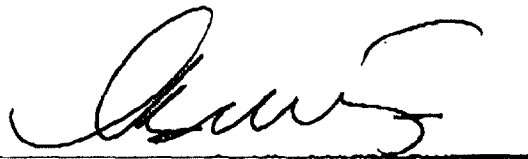
TRADEMARK

REEL: 002337 FRAME: 0553

The firm of Arent Fox Kintner Plotkin & Kahn, PLLC whose postal address is 1050 Connecticut Avenue, N.W., Suite 400, Washington, D.C. 20036-5339, Telephone No. (202) 857-6000, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

3681441 CANADA INC.

Date: July 18 2001



Title: Director

Atty. Docket No.: 106116-03003

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re registration of:

3681441 Canada Inc.

Reg. No.: 1,185,897

Registered: January 12, 1982

Mark: BUFFALO

POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE

Commissioner of Trademarks
Washington, D.C. 20231

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3681441 CANADA INC.

Date: July 18 2001

A handwritten signature in black ink, appearing to be 'A. M. S.', written over a horizontal line.

Title: Director

Atty. Docket No.: 106116-04004

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re registration of:

3681441 Canada Inc.

Reg. No.: 1,313,522

Registered: January 8, 1985

Mark: Miscellaneous Design (Buffalo Design)

**POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Commissioner of Trademarks
Washington, D.C. 20231

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3681441 CANADA INC.

Date: July 18 2001



Title: Director

Atty. Docket No.: 106116-04003

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re registration of:

3681441 Canada Inc.

Reg. No.: 1,319,493

Registered: February 12, 1985

Mark: Miscellaneous Design (Buffalo Design)

**POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Commissioner of Trademarks
Washington, D.C. 20231

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TRADEMARK

REEL: 002337 FRAME: 0559

The firm of Arent Fox Kintner Plotkin & Kahn, PLLC whose postal address is 1050 Connecticut Avenue, N.W., Suite 400, Washington, D.C. 20036-5339, Telephone No. (202) 857-6000, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

3681441 CANADA INC.

Date: July 18 2001



Title: Director

Atty. Docket No.: 106116-04002

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re registration of:

3681441 Canada Inc.

Reg. No.: 2,155,119

Registered: May 5, 1998

Mark: BUFFALO

**POWER OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

**Commissioner of Trademarks
Washington, D.C. 20231**

Sir:

Applicant hereby appoints Arent Fox Kintner Plotkin & Kahn, PLLC of 1050 Connecticut Avenue, Suite 400, Washington, D.C. 20036-5339, a firm including Charles M. Marmelstein; Robert B. Murray; Douglas H. Goldhush; Douglas E. Bush; Michael A. Grow; David Gryce; Sheldon Klein; Anthony Lupo; William E. Marames; Peter S. Reichertz; Sarira D. Alexander; Jessica Brodney; Elizabeth Cohen; Jim Davis; Therese K. Francese; Pam Haughton-Denniston; Jennifer Myron; Deborah Shelton; Melanye Johnson; Sarah Wolf; Peter Darnbach; Sandra Riley; all members of the Bar of the District of Columbia; and Cristina Carvalho, a member of the New York Bar; jointly and severally as its attorney with full power of substitution and revocation to prosecute this application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration.

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3681441 CANADA INC.

Date: July 18 2001



Title: Director

Atty. Docket No.: 108220-07003