

01-18-2002



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101952830

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

1. Name of conveying party(ies):

VILLAGE CRAFT INDUSTRIES, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Banda Acquisition LLC

Internal _____

Address: _____

Street Address: 120 West 45th Street

City: New York State: NY Zip: 10036

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1157376

Additional number(s) attached Yes No

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

Name: David Adler, Esq.

Internal Address: _____

Olshan Grundman Frome Rosenzweig

& Wolosky LLP

Street Address: 505 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....s 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500-709

(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.

Michael T. Platt

Name of Person Signing

Michael T. Platt

Signature

1/17/02

Date

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

Trademark Assignment

This Agreement, entered into on June **20**, 2001 ("Effective Date") is by and between Village Craft Industries, Inc., a New Jersey Corporation, with a place of business at 2009 West Hastings Street, Chicago, IL ("Seller"), and Randa Acquisition LLC, a Delaware Limited Liability Company, with a place of business at 120 West 45th Street, New York, New York, its successors and assigns ("Buyer").

Whereas, pursuant to the terms and provisions of that certain Asset Purchase Agreement dated April 17, 2001 between Seller and Buyer, (the "Asset Purchase Agreement"), Seller wishes to assign to Buyer all of its right, title and interest in and to the trademarks specified in Exhibit 1 attached hereto and incorporated herein by reference, together with the goodwill of the Business (as defined in the Asset Purchase Agreement) associated therewith (the "Trademarks"); and

Whereas, Buyer wishes to accept such assignment of the Trademarks.

Now Therefore, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree as follows:

1. Assignment of Trademarks.

a. Seller hereby assigns to Buyer, and Buyer hereby accepts without any representations, warranties or recourse whatsoever, as set forth in the Order Authorizing the Sale of Substantially All of Humphreys Inc.'s Assets Free and Clear of Liens, Claims and Encumbrances entered by Judge Robert E. Ginsberg on May 5, 2001 in Case No. 01-B-13742 in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, all of Seller's right, title and interest in and to the Trademarks,

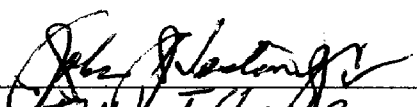
including renewal rights therein, the exclusive right to enforce and to obtain registrations therefor in the United States and throughout the world in the sole name of Buyer, its successors or assigns, and including the goodwill of the Business (as defined in the Asset Purchase Agreement) associated therewith.

b. Seller shall have no further or continuing interest in the Trademarks.

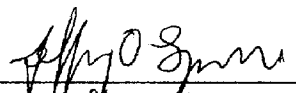
c. Simultaneously with its execution hereof, Seller shall execute the form of Recordation Cover Sheet annexed hereto as Exhibit 2. Seller agrees to execute such other documents as may be requested by Buyer to give effect to the terms hereof.

IN WITNESS WHEREOF, the parties hereto are duly authorized to and do hereby execute this Agreement as of the Effective Date.

VILLAGE CRAFT INDUSTRIES, INC.

By: 
Name: Donald J. Knapp
Title: CFO

RANDA ACQUISITION LLC

By: 
Name: Jeffrey O Spiegel
Title: Managing Director

COW'S HEAD DESIGN	US	1157376 06/09/81	73/191321 03/15/79	Expires 06/09/01
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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Internal Address: _____

Street Address: 120 West 45th Street

City: New York State: NY Zip: 10036

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Michael T. Pratt
Name of Person Signing

Michael T. Pratt
Signature

1/17/02
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