

Form PTO-1594
(Rev. 03/01)
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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101980866

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

1. Name of conveying party(ies):

Uptons, Inc. *1-23-02*

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

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

2. Name and address of receiving party(ies)

Name: American Retail Group, Inc.

Internal

Address: _____

Street Address: 6251 Crooked Creek Road

City: Norcross State: GA Zip: 30092

- 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
(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 _____

Execution Date: June 12, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,442,517 UPTONS
1,431,577 JBYRONS

Additional number(s) attached Yes No

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

Name: V.T. Giordano

Internal Address: von Maltitz, Derenberg,
Kunin, Janssen & Giordano

Street Address: 60 E. 42nd Street
Suite 4410

City: New York State: NY Zip: 10165

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account if additional fees required

8. Deposit account number:

22-0560

(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.

Diane Donnelly
Name of Person Signing

Diane Donnelly
Signature

January 23, 2002
Date

4

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

02/12/2002 LMUELLER 00000236 1442517

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

01 FC:481 40.00 OP
02 FC:482 35.00 OP

ASSIGNMENT

WHEREAS, UPTONS, INC., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 6251 Crooked Creek Road, Norcross, Georgia 30092 (hereinafter "Assignor"), is the owner of the trade names, marks, and registrations thereof in the United States Patent and Trademark Office, listed in attached Schedule A; and

WHEREAS, AMERICAN RETAIL GROUP, INC., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 6251 Crooked Creek Road, Norcross, Georgia 30092, is desirous of acquiring said names, marks and registrations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign all of Assignor's rights, title and interest in and to said names, marks and registrations, together with the good will symbolized by said names and marks, as well as all rights to damages or profits, due or accrued, arising out of past infringement of said names and marks or injury to said good will, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been
executed this 12th day of June, 2001.

UPTONS, INC.

By

William P. Tedeschi
William P. Tedeschi
Secretary

STATE OF GEORGIA)
: SS.:
COUNTY OF GWINNETT)

I, CAROL C. LYNN, a Notary Public, residing
in the county and state aforesaid, do certify that William P.
Tedeschi, who is to me known, this day appeared before me
personally and did acknowledge that he is the Secretary of
said Assignor, and that he did sign and deliver the foregoing
instrument of his own free will and accord, for the purposes
therein named and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand
and official seal this 12th day of June 2001.

Carol Lynn
Notary Public

Notary Public - State of Georgia
April 2000 - Commission No. 2525

SCHEDULE A

<u>Trade Name and Mark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
UPTONS	1,442,517	June 9, 1987
JBYRONS	1,431,577	March 3, 1987