



101987525

Attached original documents or copy thereof.

To the Honorable Commissioner of Pa
1. Name of conveying party(ies):

2. Name and address of receiving party(ies)

Kid Galaxy, Inc.

2-1-02

Name: New KG, Inc.

Internal Address: _____

Street Address: 1 Sundial Ave, Unit 301

City: Manchester State: NH ZIP: 03103

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

- Association
- Limited Partnership

Additional name(s) & address(es) attached? Yes No

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

Execution Date: September 3, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark No.(s)

[Please see attached]

Additional numbers attached? Yes No

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

Name: Karen Mathiasen, Esq.

Internal Address: _____
Law Offices of Karen Mathiasen

Street Address: 15 Broad St., Suite 600

City: Boston State: MA ZIP: 02109

Additional name(s) & address(es) attached? Yes No

6. Total # of applications and registrations involved: 4

7. Total fee (37 CFR 3:41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

02/20/2002 TDIAZ1 00000022 75629612

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Karen Mathiasen
Name of Person Signing

Karen Mathiasen
Signature

January 31, 2002
Date

Total number of pages comprising cover sheet: 5

RECORDATION FORM COVER SHEET

ITEM 4.B.

Mark	Serial No.	Reg. No.
KID GALAXY	75/629612	2392249
BENDOS	75/648920	2326194
B & Design	75/739750	2350091
BENDOS & Designs	75/739775	2350092

**ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS
AND TRADEMARK APPLICATIONS**

WHEREAS, Kid Galaxy, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at One Sundial Avenue, Suite 310, Manchester, New Hampshire 03103 (the "Assignor"), has adopted and used and is using the trademarks and service marks (the "Marks") identified on Schedule A attached hereto, and is the owner of the registrations of such Marks in the United States Patent and Trademark Office identified on such Schedule A; and

WHEREAS, New KG, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at One Sundial Avenue, Suite 310, Manchester, New Hampshire 03103 (the "Assignee"), is desirous of acquiring the Marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfer unto the Assignee all right, title and interest in and to the Marks, together with (i) the registrations of the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (iii) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, on this 3rd day of September, 1999.

KID GALAXY, INC.

By: Michael R. Collins
Name: Michael R. Collins
Title: CEO

The foregoing assignment of the Marks and the registrations thereof by the Assignor to the Assignee is hereby accepted as of the 3rd day of September, 1999.

NEW KG, INC.

By: Michael R. Collins
Name: Michael R. Collins
Title: CEO

COMMONWEALTH OR STATE OF N.H.)
COUNTY OF Hillsborough) ss.

On this the 3 day of September, 1999, before me appeared Michael R. Collins, the person who signed this instrument, who acknowledged that he is the CEO of Kid Galaxy, Inc. and that being duly authorized he signed such instrument as a free act on behalf of said corporation.

June S. Zeiner
Notary Public

[Seal]

JUNE S. ZEINER, Notary Public
My commission expires: My Commission Expires August 10, 2000

COMMONWEALTH OR STATE OF N.H.)
COUNTY OF Hillsborough) ss.

On this the 3 day of September, 1999, before me appeared Michael R. Collins, the person who signed this instrument, who acknowledged that he is the CEO of New KG, Inc. and that being duly authorized he signed such instrument as a free act on behalf of said corporation.

June S. Zeiner
Notary Public

[Seal]

JUNE S. ZEINER, Notary Public
My commission expires: My Commission Expires August 10, 2000

17
18
19
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4

SCHEDULE A

Trademarks and Trademark Registrations

MARK	FILING DATE	SERIAL NUMBER	STATUS	REG. NO.	ISSUE DATE
Dress-up. Unlimited and Design	10/30/97	75/381,687	Issued	2,260,504	7/13/99
Playsets and Design	10/30/97	75/381,688	Pending		
Just Sports for Kids	8/4/98	75/530,566	Pending		
Bendit	12/23/98	75/611,238	Pending		
Just Pretend	7/15/97		Issued	2,079,291	7/15/97
Kid Galaxy	1/28/99	75/629,612	Pending		
Bendos	2/25/99	75/648,920	Pending		
B and Design	6/25/99	75/739,750	Pending		
Bendos and Designs	6/25/99	75/739,775	Pending		

BUSDOCS:771239.1

5

TRADEMARK

RECORDED: 02/07/2002

REEL: 002445 FRAME: 0220