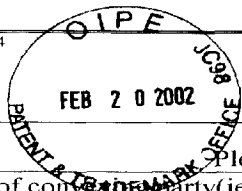


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Remarks:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

COMPAGNIE CANADIENNE DE VETEMENT  
D'ENFANTS LIMITEE/CANADIAN  
CHILDREN'S WEAR LIMITED  
(Canadian Corporation)  
5155 IBERVILLE STREET  
MONTREAL, QUEBEC H2G 2A9  
CANADA

- Individual(s)
- Corporation (CANADA)
- Limited Partnership
- Other

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

Yes  No

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

TORONTO-DOMINION BANK  
(Canadian Corporation)  
500 SAINT-JACQUES STREET WEST  
14<sup>th</sup> FLOOR, MONTREAL, QUEBEC H2Y 1S1  
CANADA

- Individual(s) - German Citizen
- Corporation (CANADA)
- General Partnership
- 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 names(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: June 1, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):

2,225,084

Additional numbers attached?  Yes  No

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

Name: **Mark B. Harrison, Esq.**  
Internal Address: **VENABLE**  
Street Address: **1201 New York Ave, N.W.**  
**Suite 1000**  
**Washington, D.C. 20005**

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41) **\$40.00**

Enclosed

Authorized to be charged to deposit account in the event the check is not attached hereto.

8. Deposit account number: **22-0261**

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

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DO NOT USE THIS SPACE

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40.00 DP

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.

Mark B. Harrison, Esq.  
Name of Person Signing

Signature

2/29/02  
Date

Total number of pages comprising cover sheet:

32071-178279

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: TORONTO-DOMINION BANK  
Registration No.: 2,225,084  
Issued: February 23, 1999  
Mark: IRVING SAMUEL

2.2002

**POWER OF ATTORNEY**

All prior powers of attorney are hereby revoked and registrant hereby appoints as attorney Mark Harrison, Marcia Auberger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his offices and post office address at 1201 New York Avenue N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 to prosecute this registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive all documents, concerning this registration.

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

All prior appointments of domestic representative are hereby revoked and Mark Harrison, Marcia Auberger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his offices and post office address at 1201 New York Avenue N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 are hereby designated registrant's representatives upon whom notices or process in proceedings affecting the mark may be served.

Done, this 20 day of Feb, 2002.



Mark B. Harrison, Esq.  
VENABLE  
P.O. Box 34385  
Washington, D.C. 20043  
Phone: 202-962-4300  
Fax: 202-962-8300  
Attorney for the Registrant

## CONFIRMATORY TRADE-MARK ASSIGNMENT

### PREAMBLE

1. The Trade-Marks listed in schedule A herein have been previously held and owned by Canadian Children's Wear Limited / Compagnie Canadienne de Vêtements d'Enfants Limitée (Hereafter "CCW").
2. CCW entered into 3 Moveable Hypotecs on March 22 1994, April 24 1995 and April 23 1998, with the Toronto Dominion Bank (hereafter "TD Bank") by which all assets of CCW, including all rights in trade-marks, were pledge as securities for debt to the TD Bank.
3. Said Moveable Hypotecs were duly registered on the Quebec's *Registre des droits personnels et réels mobiliers* under numbers 94-0029504-001, 95-0051761-0001 and 98-0045717-002.
4. CCW filed a voluntary assignment in bankruptcy on November 17 1998.
5. Notice of default under the Moveable Hypotecs and declaration of intent to exercise hypothecary rights were issued January 22 1999 by the TD Bank and served on CCW and the Trustee in bankruptcy, PricewaterhouseCoopers Inc (hereafter "PWC"), vesting the TD Bank with the power to effect the sale of all properties belonging to CCW and covered by the Moveable Hypotecs and such notice of default, the whole in accordance to section 2784 and Se. of the Civil Code of Quebec.
6. On March 29 1999, by way of 2 *Conventions de vente et d'achat*, 9071-3850 Quebec Inc. legally acquired from TD Bank, acting in the name of CCW, all rights titles and interests of CCW in the trade-marks and trade-marks rights listed in Schedule A herewith, together with all the goodwill associated therewith.

CONFIRMATORY TRADE-MARK ASSIGNMENT

2

- 7. Said *Conventions de vente et d'achat* provided that the parties thereto agree to sign such further documents as may be required to perfect these transfers, as intended by the parties.
- 8. NOW THEREFORE, in accordance with the aforesaid terms as agreed between the parties, and in confirmation of the above mentioned transfers, the Toronto Dominion Bank hereby makes the following confirmatory conveyance.

**ASSIGNMENT**

- 9. The Toronto Dominion Bank hereby confirms the sale and transfer dated March 29 1999, by which TD Bank, acting in the name and place of CCW, sold and transferred to 9071-3850 Quebec Inc., corporation duly incorporated under the laws of the Province of Quebec and having its head office located at 8950, Pie IX Blvd., Montreal, Québec, H1Z 4H9, all rights, titles and interests world-wide belonging to CCW, in the trade-marks and trade-marks rights listed in Schedule A herewith, together with all the goodwill associated therewith.

EXECUTED at Montreal, Quebec, Canada, this ... day of ... 2000

Toronto Dominion Bank

By: [Signature]

Title: [Signature]

01/03 2002 10:18 FAX 514 8495420

Etude Legale St-Louis

23/28/2001 13708 914-941-6091

COLLEN LAW ASSOC PC

PAGE 89

CONFIRMATORY TRADE-MARK ASSIGNMENTSCHEDULE A

All rights in all Trade-Marks listed here below, whether registered or not and in respect of all territories in which such Trade-Marks enjoy rights.

**CANADA**

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	TMA 260,714	July 10, 1981
Ski + Fun Design	TMA 460,928	August 9, 1996
Little Nugget	UCA 30804	August 18, 1948
Crac	TMA 330,533	July 31, 1987
Irving Samuel	TMA 360,338	September 15, 1989
Mini Image	TMA 489,322	February 4, 1996
Sami	TMA 360,339	September 15, 1989
Tiger Tuff	UCA 39172	July 17, 1951
Création Petit Poucet	TMA 244818	May 16, 1980
Création Petit Poucet	TMA 241366	March 21, 1980
Ma Poupée	670888 (Abandoned)	November 19, 1990
Biz-Cot	830,030 (Abandoned)	November 27, 1996
Miele	Unregistered	

**UNITED STATES OF AMERICA**

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	2,312,799	February 1, 2000
Ski + Fun Design	Unregistered	
Little Nugget	Unregistered	
Crac	Unregistered	
Irving Samuel	2,225,084	February 23, 1999
Mini Image	Unregistered	
Sami	Unregistered	
Tiger Tuff	765,548	February 25, 1964
Création Petit Poucet	Unregistered	
Création Petit Poucet	933,257	May 2, 1972
Ma Poupée	1,877,682	February 7, 1995
Biz-Cot	75/284,733 (Abandoned)	May 1, 1997
Miele	Unregistered	