

04-03-2002

RE



102040754

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

1. Name of conveying party(ies):

C.M. Offray & Son, Inc.

3-27-02

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

Daylight Acquisition
P.O. box 428
Berwick, PA 18603

MAR 27 2002

3. Nature of conveyance:

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

Execution Date: March 14, 2002

Effective Date: March 14, 2002

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Delaware
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

<u>1,171,431</u>	1,172,717	2,043,688
1,344,744	2,190,549	1,348,171
1,659,865	1,353,009	

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

Meredith A. Carlo
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue N.W.
Washington, D.C. 20036

Telephone: 202-739-3000
Facsimile: 202-739-3001
E-Mail: mcarlo@morganlewis.com

6. Total number of applications and registrations involved: 8

7. Total fee (37 C.F.R. § 3.41) \$ 215.00

- Check enclosed.
- Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number:

13-4520

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.

Meredith A. Carlo
Name of Person Signing

Signature

March 25, 2002
Date

Total number of pages including cover sheet, attachments and document: 3

04/02/2002 DBYRNE 00000043 1171431

01 FC:481
02 FC:482

40.00 OP
175.00 OP

TRADEMARK ASSIGNMENT

This Trademark Assignment is made on this 15th day of March, 2002, by C. M. Offray & Son, Inc., a New York corporation, having a principal business address at Route 24, P.O. Box 601, Chester, NJ 07930-0601, (hereinafter "Assignor"), in favor of Daylight Acquisition Corp., a Delaware corporation, having a principal business address at P.O. Box 428, Berwick, PA 18603, (hereinafter "Assignee").

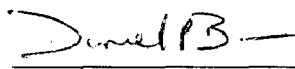
WHEREAS, Assignor is the owner of all right, title and interest in and to the marks listed on the attached Schedule A (hereinafter "Marks"), the federal registrations therefor, and the goodwill developed through the use of the Marks;

WHEREAS, Assignee is desirous of acquiring all right, title, and interest to the Marks, the federal registrations therefor, and the goodwill developed through the use of the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee, the entire right, title, interest in and to the Marks, any federal registrations therefor as identified on Schedule A, and the goodwill of the business symbolized by the Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 15th day of March, 2002.

C. M. OFFRAY & SON, INC.

By: 

Name: Daniel P. Barron

Title: Vice President, Finance

SCHEDULE A

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>
RIBBON A PEEL Stylized	75/276324	2190549
E-Z LACE	75/097889	2043688
CURLY CUTES	74/121941	1659865
PLUSH-VEL	73/510868	1353009
OFFRAY Stylized	73/502917	1348171
POLYLUXE	73/468885	1344744
REFLECTORIBBON	73/199199	1172717
FASHION BY DAY...SAFETY BY NIGHT	73/199198	1171431

Comm. for Trademarks
March 25 2002
Page 2

cc: Meredith A. Carlo (w/ encls.)