

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Docket No. MAZZG102

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

1. Name of conveying party(ies):  
MAZEL STORES, INC.

- Individual(s)
- General Partnership
- Corporation-State Ohio
- 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: February 11, 2002

2. Name and address of receiving party(ies)

Name: MZ Wholesale Acquisition, LLC  
Internal  
Address:

Street Address: 31000 Aurora Road  
City: Solon State: OH Zip: 44139

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other 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) 75/895,666, filed  
1/12/00

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Warren A. Sklar

Internal Address:

Renner, Otto, Boisselle & Sklar, LLP

(FAX NO: 216/621-2165)

Street Address: 1621 Euclid Avenue

Nineteenth Floor

City: Cleveland State: OH Zip: 44115

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-0988

DO NOT USE THIS SPACE

9. Signature.

Warren A. Sklar  
Name of Person Signing

Signature

Date

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

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

ASS.MAZELNAME

## ASSIGNMENT OF REGISTERED TRADEMARKS

WHEREAS, MAZEL STORES, INC. a corporation of the State of Ohio, having an office and place of business at 200 Helen Street, South Plainfield, New Jersey 07080, is the owner of the trademarks MAZEL'S and MAZEL STORES (referred to below collectively as "MARKS") and the goodwill associated with the business symbolized by those MARKS and of pending applications for United States Trademark Registrations Serial No. 75/895,666 for MAZEL'S and Serial No. 75/895,835 for MAZEL STORES, both of which applications were filed January 12, 2000;

WHEREAS, MAZEL STORES, INC. has been using the MARKS in commerce;

WHEREAS, MZ Wholesale Acquisition, LLC, an Ohio limited liability company, having an office and place of business at 31000 Aurora Road, Solon, Ohio 44139, desires to acquire all rights, title and interest in the aforesaid MARKS, trademark applications, and registrations that issue thereon, and the goodwill associated therewith;

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MAZEL STORES, INC. hereby transfers and assigns to MZ Wholesale Acquisition, LLC, without representation, warranty or other recourse except as may be provided in the Asset Purchase Agreement of even date herewith between MAZEL STORES, INC. and MZ WHOLESALE ACQUISITION, LLC, the entire worldwide right, title and interest in and to the aforesaid MARKS, the aforesaid applications for registration of such MARKS, and the goodwill of the business symbolized thereby, together with all claims for damages by reason of past infringement of said trademarks and/or trademark registrations, including the right to sue in its own name and to collect said damages for its own use.

MAZEL STORES, INC.

By: Peter J. Hayes

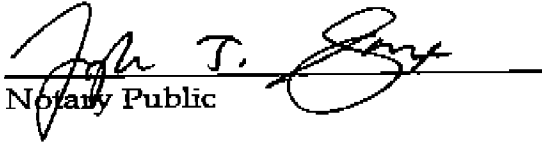
Name: Peter J. Hayes

Title: CEO

Date: February 1, 2002

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) SS.:

On the 11<sup>th</sup> day of February, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared PETER J. HAYES, personally known to me, or proved to me, on the basis of satisfactory evidence, to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public

TYLER J. SAVAGE  
Notary Public, State of New York  
Qualified in Jefferson County  
No. 6037294  
Commission Expires February 14, 20 02