

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

The Company Store Group, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware limited liability
company
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Hanover Company Store, LLC

Internal

Address: _____

Street Address: 115 River Road, Bldg.#10

City: Edgewater State: NJ Zip: 07020

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

Other Delaware 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

3. Nature of conveyance:

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

Execution Date: 12/28/2002

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,032,691,
2,310,788 (see attached)

Additional number(s) attached Yes No

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

Name: Tamara A. Miller

Internal Address: Leydig, Voit & Mayer, Ltd.
Suite 4900

Street Address: Two Prudential Plaza

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: _____

13

7. Total fee (37 CFR 3.41).....\$ 340
and any deficiencies

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1216

DO NOT USE THIS SPACE

9. Signature.

Tamara A. Miller

Name of Person Signing

Tamara Miller

Signature

March 19, 2003

Date

4

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

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

CONTINUATION OF ITEM #4B

Additional marks assigned by The Company Store Group, LLC to Hanover Company Store, LLC

MARK	REG. NO	REG. DATE
COMPANY KIDS	2,648,687	November 12, 2002
COMPANY KIDS	2,380,374	August 29, 2000
COMPANY TOTS	2,323,186	February 29, 2000
KIDCALE	2,310,789	January 25, 2000
LOUNGE-A-ROUND	2,272,024	August 24, 1999
PLATINUM WHITE GOOSE DOWN	1,751,917	February 9, 1993
ST. TROPEZ	2,331,017	March 21, 2000
THE COMPANY STORE	1,263,272	January 3, 1984
THE COMPANY STORE	1,284,377	July 3, 1984
THE COMPANY STORE	2,573,439	May 28, 2002
TCS	2,550,343	March 19, 2002

UNITED STATES

ASSIGNMENT

This Assignment Agreement is by and between The Company Store Group, LLC, a Delaware limited liability company, with a place of business at 115 River Road, Building 10, Edgewater, New Jersey 07020 USA ("Assignor"), and Hanover Company Store, LLC, a Delaware limited liability company, with a place of business at 115 River Road, Building 10, Edgewater, New Jersey 07020 USA ("Assignee").

WHEREAS, Assignor is the owner of the trademarks listed in Exhibit A ("the Marks");

WHEREAS, Assignor has agreed to assign the Marks to Assignee, and Assignee hereby accepts said assignment effective as of the close of business December 28, 2002.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all of Assignor's right, title, and interest in and to the Marks, including all common law rights, together with the goodwill symbolized by any use of those Marks, and 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 such associated goodwill.

IN WITNESS WHEREOF, this Assignment shall be binding and effective as of the close of business December 28, 2002.

ASSIGNOR:

THE COMPANY STORE GROUP, LLC

By: 
Name: Edward M. Lambert
Title: President

ASSIGNEE:

HANOVER COMPANY STORE, LLC

By: 
Name: Edward M. Lambert
Title: Vice President

EXHIBIT A**Assignment Of Marks From The Company Store Group, LLC
To Hanover Company Store, LLC**

MARK	REG. NO	REG. DATE
AMERIDOWN	2,032,691	January 21, 1997
COMPANY COTTON	2,310,788	January 25, 2000
COMPANY KIDS	2,648,687	November 12, 2002
COMPANY KIDS	2,380,374	August 29, 2000
COMPANY TOTS	2,323,186	February 29, 2000
KIDCALE	2,310,789	January 25, 2000
LOUNGE-A-ROUND	2,272,024	August 24, 1999
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