

01-06-2003



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 12-18-02

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Organization

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 2642 FRAME: 0608

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Correspondence Address (line 1) Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76/252,381"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

rope #

Enter the total number of properties involved.

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

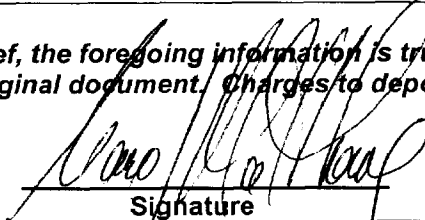
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Carol L. B. Matthews Signature 

Name of Person Signing Date Signed

-4-

POWER OF ATTORNEY & DESIGNATION OF DOMESTIC REPRESENTATIVE

Please recognize Carol L. B. Matthews, Paul F. Kilmer, Thomas W. Brooke, Stephen J. Jeffries, and Anthony R. Masiello, all members of the Bar of the District of Columbia and Holland & Knight LLP, and all having an address at 2099 Pennsylvania Avenue, N.W., Suite 100, Washington, D.C. 20006, U.S.A. to file this Declaration with full power of substitution and revocation, to transact all business in the Patent & Trademark Office in connection therewith, and to represent the undersigned in all proceedings affecting the mark which may arise in the Patent & Trademark Office hereafter. All powers of attorney heretofore granted are hereby revoked.

Holland & Knight, LLP whose postal address is Suite 100, 2099 Pennsylvania Avenue, N.W., Washington, D.C. 20006, U.S.A. is hereby designated its representative upon whom notices or process in proceedings pertaining to the recordation of the assignment document filed herewith may be served.

3971163 CANADA INC.

Date: November 20, 2002

By:


Michael Caputo

Title: President

**ASSIGNMENT
UNITED STATES OF AMERICA**

WHEREAS, KPMG INC., trustee to the bankruptcy of 3000 A.D. HOLDINGS INC., a corporation organized under the laws of Québec, located and doing business at 2000 McGill College Avenue, Suite 1000, Montréal, Québec, H3A 3N4 (hereinafter "Assignor") is the owner of all right, title and interest in and to the U.S. Trademarks, Service Marks, Trademark Applications and Registrations therefor (the "Marks") set forth in the attached Schedule; and

WHEREAS, 3971163 CANADA INC., a corporation organized under the laws of Québec, located and doing business at 807A Curé-Labelle, Laval, Québec, H7V 2V2 (hereinafter "Assignee"), desires to acquire the entire right, title, interest in and to the Marks and the goodwill of the business connected with the Marks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives;

NEW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Marks, and the goodwill of the business connected with the Marks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives;

ASSIGNOR further assigns to **ASSIGNEE** all rights to sue for and receive all damages accruing from past infringements of the Marks herein assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privity therewith.

Executed in Montréal, Province of Québec, Canada.

KPMG INC.

By: _____

Gaetano Di Guglielmo

Title: Trustee to the bankruptcy of 3000 A.D. HOLDINGS INC.

Date: October 30, 2002

3971163 CANADA INC.

By: _____

Michael Capito

Title: President

Date: October 30, 2002

**SCHEDULE OF MARKS
UNITED STATES OF AMERICA**

Application #	Registration #	Trademark
76/252,381		BABY REPUBLIC

C:\Wp51\DOC\Documents\3971163 Ca Capito\92057 Assignment tm USA.wpd

RECORDED: 12/18/2002

**TRADEMARK
REEL: 2642 FRAME: 0612**