

01-15-2003

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EMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

1-15-03

To the Assistant Commissioner for Trademarks:

Please record the attached original document or a copy thereof.

1. Name and address of conveying party(ies):

Delta Holdings, Inc.
525 Seventh Avenue
New York, New York 10018

A New York corporation

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

Finity Acquisition Corporation
525 Seventh Avenue
New York, New York 10018

A New York corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ [not applicable]

3. Nature of conveyance: assignment.

Execution date: November 26, 2002

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

A. Trademark application number(s)

None

B. Trademark registration number(s)

Finity; Registration No.: 2,121,669, December 16, 1997;
Finity; Registration No.: 1,821,446, February 16, 1994;
Finity Studio; Registration No.: 2,212,193, December 20, 1996;
Finity Naturals; Registration No.: 2,121,670, December 16, 1997.

01/15/2003 DBYRNE 00000180 2121669

01 FC:8521
02 FC:8522

40.00 OP
75.00 OP

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

Barton Nachamie, Esq.
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, New York 10022

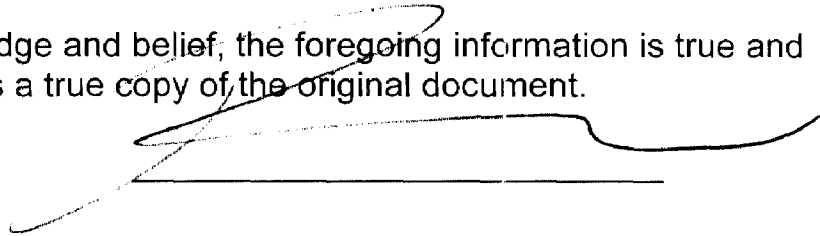
6. Total number of applications and registrations involved: 4

7. Total fee enclosed: \$115.00

8. Deposit account number: [Not applicable]

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.

A handwritten signature in black ink, appearing to be "Barton Nachamie", written over a horizontal line.

Date: January 10, 2003

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 6

Mail documents to be recorded with required cover sheet information to:

United States Patent and Trademark Office
Office of Public Records
Crystal Gateway 4
Room 335
Washington, D.C. 20231

ASSIGNMENT

WHEREAS, pursuant to a certain Letter of Intent by and between GSA Group, Ltd., Nanyt Enterprises, Inc. and Delta Holdings, Inc. (“Delta”) and Finity Acquisition Corporation (“FAC”) dated November 11, 2002 (the “Agreement”), Delta, a corporation organized and existing under the laws of the State of New York having a place of business at 525 Seventh Avenue, New York, New York, has transferred and agreed to transfer all of its right, title and interest in and to the trademarks, service marks, titles, names, copyrights, trade styles, trade dress, logos, other source of business identifiers, designs and general intangibles of like nature, trade names and trademark and service mark registrations for “Finity”, “Finity Studio”, “Ricki for Finity”, “Ricki for Finity & Design” and “Finity Naturals” in all classes as more fully setforth in the annexed schedule (hereinafter “the Trademarks”); and,

WHEREAS, pursuant to the Agreement, FAC, a corporation organized and existing under the laws of the State of New York, having a place of business at 525 Seventh Avenue, New York, New York, has hereby acquired and is desirous of acquiring from Delta any and all right, title and interest in and to the Trademarks, together with the good will of the businesses appurtenant thereto and symbolized thereby, and in and to all rights under said Trademarks.

NOW, THEREFORE, for good and valuable consideration to it in hand paid, the receipt and sufficiency of which is mutually acknowledged, Delta has assigned and does hereby assign, sell, transfer, convey and grant to FAC, its successors and assigns, any and all rights, title and interest which it has in and to the Trademarks together with the good will of the businesses appurtenant thereto and which is symbolized thereby.

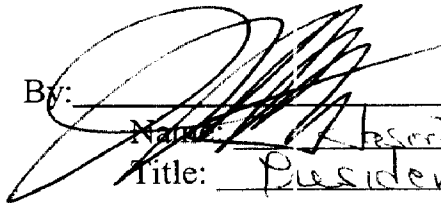
Delta hereby authorizes FAC in its name and as its attorney-in-fact to execute any and

all further documents required or necessary to transfer ownership and the registration of such trademarks and tradenames.

Delta hereby authorizes and requests the United States Commissioner of Patents and Trademarks and the empowered official of any foreign trademark office to issue any and all trademark and service mark registrations which may issue with respect to the Trademarks to FAC, its successors and assigns, in accordance with this Assignment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 26th day of November, 2002.

DELTA HOLDINGS, INC.

By: 
Name: Robert J. Spivey
Title: President

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

On this 26th day of November, 2002, before me personally appeared

Jason Tynan, to me known, and who, being duly sworn, did depose and say that

he is the President of Delta Holdings, Inc., the corporation described in and
which executed the above instrument.

Gladys Goldsmith
Notary Public
My Commission Expires: 6/30/03

GLADYS GOLDSMITH
Notary Public - State of New York
Qualified to Perform Notary Public Duties in Westchester County
Term Expires 6/30/2003

**SCHEDULE OF TRADEMARKS ASSIGNED
BY
DELTA HOLDINGS, INC.
TO
FINITY ACQUISITION CORPORATION**

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. or Filing Date</u>
2,121,669	"FINITY" (Class 25)	U.S.A.	12/16/1997
2,212,193	"FINITY STUDIO"	U.S.A.	12/20/1996
2,121,670	"FINITY NATURALS"	U.S.A.	12/16/1997
1,821,446	"FINITY"	U.S.A.	2/16/1994

Together with the Trademarks "RICKI FOR FINITY & DESIGN" and "RICKI FOR FINITY" and the filings and registrations of such Trademarks in any all countries of the World, including, but not limited to, China, Canada and Hong Kong.

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