

01-23-2003

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



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

102344839

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

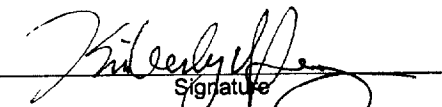
<p>1. Name of conveying party(ies): Frontline Performance, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached?      <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Ballet Makers, Inc.</p> <p>Internal Address: Street Address: One Campus Road</p> <p>City: Totowa State: New Jersey      Zip: 07512</p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: New York  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:      <input type="checkbox"/> Yes  (Designations must be a separate document from assignment)      <input checked="" type="checkbox"/> No</p> <p>Additional name(s) &amp; address(es) attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: January 6, 2003</p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s):</p> <p style="text-align: right;">Additional numbers attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s):</p> <p>2,576,003 2,612,398 2,614,925</p>
---	---

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Kimberly V. Perry Lerner David et al.</p> <p>Internal Address: _____ Street Address: 600 South Avenue West</p> <p>City: Westfield      State: NJ      Zip: 07090</p>	<p>6. Total Number of applications and registrations involved:</p> <p>7. Total fee (37 CFR 3.41) \$ 90.00</p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit account number: 12-1095 (Attach duplicate copy of this page if paying by deposit account)</p>
--	---

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.

Kimberly V. Perry            January 14, 2003  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 4

409195\_1.DOC

01/23/2003 ECOOPER 00000023 121095 2576003

FC:8521 40.00 CH  
FC:8522 50.00 CH

TRADEMARK REEL: 002654 FRAME: 0121

**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT (the "Assignment") is made and delivered by **FRONTLINE PERFORMANCE, INC.**, a California corporation whose address is 23541 Ridge Route Drive, Suite A, Laguna Hills, California 92653 ("Assignor"), in favor of **BALLET MAKERS, INC.**, a New York corporation, whose address is One Campus Road, Totowa, New Jersey 07512 ("Assignee").

WHEREAS, Assignor is the owner of and has adopted, used and is using the federally registered trademark **FL FRONTLINE** (the "Mark") in connection with dance apparel, namely shirts, pants, tank tops, shorts, vests, jerseys, tube tops and sweats, and is the owner of U.S. Trademark Registration No. 2576003 issued by the United States Patent and Trademark Office (the "Registration"); and

WHEREAS, Assignee desires to acquire the Mark and the Registration, together with the goodwill of the business pertaining thereto, and Assignor desires to sell and assign the same to Assignee;

THEREFORE, for good and valuable consideration received, Assignor hereby sells, transfers, conveys and assigns to Assignee and Assignee's successors in interest the entire right, title and interest of Assignor in and to the Mark and the Registration, together with the goodwill pertaining thereto. This Assignment is given in connection with an asset purchase agreement by and between the Assignor and Assignee for certain assets of Assignor dated as of the date hereof. Nothing herein shall be deemed to enlarge, abridge, modify or supersede the representations and warranties set forth in such agreement, all of which shall survive and not be merged with or into this Assignment.

DATED effective as of the 6<sup>th</sup> day of January, 2003.

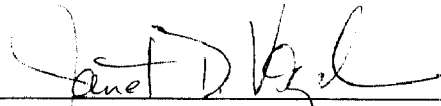
**FRONTLINE PERFORMANCE, INC.**

By   
MICHAEL BERTINI, President

STATE OF NEW JERSEY     )  
  ) ss.  
COUNTY OF ESSEX         )

I certify that I know or have satisfactory evidence that MICHAEL BERTINI is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of FRONTLINE PERFORMANCE, INC. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: January 6, 2003.

  
NOTARY PUBLIC in and for the State of New Jersey  
Printed Name of Notary: Janet D Vogel  
Commission Expires: June 25, 2006

JANET D. VOGEL  
A Notary Public of New Jersey  
My Commission Expires June 25, 2006



