



To the Honorable Commissioner of Patent

102373864

... original documents or copy hereof.

1. Name of conveying party(ies):

BELAE BRANDS, INC.

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

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

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

Name: CEI-KIDS, LLC
Address:

2182 Route 35
Holmdel, New Jersey 07733

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New Jersey 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) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 15, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s).
1835928 and 2602678

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

02/25/2003 LMUELLER 00000220 1835928

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

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.

Patrick Boisson
Name of Person Signing

Patrick Boisson
Signature

1/23/2003
Date

Total number of pages comprising cover sheet:

U.S. TRADEMARK ASSIGNMENT

WHEREAS, BELAE BRANDS, INC., a corporation organized and existing under the laws of Delaware located at 15458A 28th Avenue, Phoenix, Arizona 85053 ("**Assignor**"), is the owner of the registered and unregistered trademarks and applications and/or registrations (if applicable) listed in the attached schedule (hereinafter collectively referred to as the "Trademarks"); and

WHEREAS, CEI-Kids, LLC, a New Jersey limited liability company located at 2182 Route 35, Holmdel, New Jersey 07733 ("**Assignee**"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

BELAE BRANDS, INC.

By: Christopher J. Kozioł

Name: CHRISTOPHER J. KOZIOŁ

Title: C.E.O.

Date of Signature: 1/15/03

U.S. TRADEMARK ASSIGNMENT SCHEDULE

TRADEMARKS	SERIAL NO. / REGISTRATION NO. (if applicable)
KID CARE and Design	U.S. Reg. No. 1,835,928
SPORT FOR KIDS	U.S. Reg. No. 2,602,678
THE FUN KIDS WANT. THE QUALITY PARENTS DEMAND.	COMMON LAW

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