



01-28-2003



102349669

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

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

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

1. Name of conveying party(ies):

CEI-Kids, LLC

1-22-03

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

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

3. Nature of conveyance:

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

Execution Date: January 16, 2003

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank

Internal

Address:

Street Address: 1166 Avenue of the Americas, 16th Fl.

City: New York State: NY Zip: 10036

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a New York banking corporation, as administrative and collateral agent

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,835,928

Additional number(s) attached Yes No

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

Name: Lauren Bernstein, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Johanne R. Rémy

January 22, 2003

Name of Person Signing

Signature

Date

4

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

01/27/2003 8:11:11 00000193 1835928

01-FC:8521
02-FC:8522

40.00
25.00

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

Doc # 30599072.PDF

700036952

TRADEMARK
REEL: 002686 FRAME: 0075

TRADEMARKS

<u>Trademark</u>	<u>Registration Date</u>	<u>Application or Registration No.</u>
KID CARE and Design	5/10/94; §8 filed 10/18/00	1,835,928
SPORT FOR KIDS	7/30/02	2,602,678

ASSIGNMENT FOR SECURITY
TRADEMARKS

WHEREAS, CEI-Kids, LLC., a New Jersey limited liability company (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank (n/k/a JPMorgan Chase Bank), a New York banking corporation, as administrative and collateral agent and arranger (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of March 30, 2001 (as amended, supplemented or modified from time to time in accordance with its terms, the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, 16th Floor, New York, N.Y. 10036.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 16th day of January, 2003.

CEL-KIDS, LLC

By: 
Name: RICHARD J. WANDOFF
Title: VICE PRESIDENT

SCHEDULE I TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	<u>Registration Date</u>	<u>Application or Registration No.</u>
KID CARE and Design	5/10/94; §8 filed 10/18/00	1,835,928
SPORT FOR KIDS	7/30/02	2,602,678

KAYE SCHOLER LLP

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January 22, 2003

BY HAND DELIVERY

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

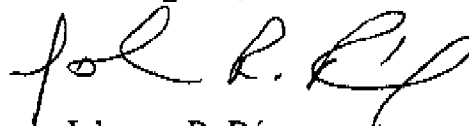
**Re: CEI-Kids, LLC - Trademark Registration No.
1,835,958 et. al.**

Dear Mr./Mrs. Commissioner:

Enclosed please find the Trademark Recordation Form Cover Sheet conveying a trademark Assignment for Security Agreement between CEI-Kids, LLC, a New Jersey limited liability company, and JPMorgan Chase Bank, a New York banking corporation, as administrative and collateral agent. Also included is the required check in the amount of \$65.00 to cover the filing fee. Please file and return the acknowledgment to Lauren Bernstein, Esq. as indicated at your earliest convenience.

I thank you in advance and should you have any questions about this submittal please call me at (212) 836-7449.

Best regards,



Johanne R. Rémy
Legal Assistant - Corporate/Finance

cc: Lauren Bernstein, Esq.



UNITED STATES
PATENT AND
TRADEMARK OFFICE

MAY 29, 2003

PTAS

Under Secretary of Commerce For Intellectual Property and
Director of the United States Patent and Trademark Office
Washington, DC 20231
www.uspto.gov

KAYE SCHOLER LLP
LAUREN BERNSTEIN, ESQ.
425 PARK AVE.
NEW YORK, NY 10022



102349669A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 102349669

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING DOES NOT ADEQUATELY IDENTIFY THE PROPERTY NUMBER(S). THE APPLICATION NUMBER AND SERIES CODE OR THE SERIAL NUMBER AND FILING DATE IS REQUIRED.

ANTHONY ROYALL, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

KAYE SCHOLER LLP

From: Johanne R. Rémy
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Fax 212 836-7150
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www.kayescholer.com

FAX

DATE: June 17, 2003

Total number of pages including this cover sheet: 8

DELIVER TO:	PRIMARY FAX NUMBER:	TELEPHONE NUMBER:
Antione Royall- Examiner	703-306-5995	703-308-9723
Rhonda Nicol	703-308-7124	703-308-9723

If primary fax number is unreachable, contact the addressee's telephone number for alternate fax number? Y/N Y

**IF YOU DO NOT RECEIVE ALL THE PAGES INDICATED ABOVE,
PLEASE CALL US BACK AS SOON AS POSSIBLE AT: (212) 836-7449**

NOTE: Good Morning Mr. Royall,
Pursuant to our conversation this morning, I have attached a copy of the following original notice of non-recordation. Per your request, I have listed the property numbers to be filed on a separate page.

Request for
Trademark Assignment for Security
Document ID No. 102349669

The original corrected acknowledgment can be sent to Lauren Bernstein of this office. Please contact me at the phone number and/or email above should you have any comments or concerns.

This facsimile transmission contains confidential and/or legally privileged information from the law firm Kaye Scholer LLP intended only for the use of the individual(s) named on the transmission sheet. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this facsimile transmission is strictly prohibited. If you have received this transmission in error, please notify us by telephone immediately so that we can arrange for the return of the documents to us at no cost to you.

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