

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Earle Palmer Brown LLC

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

Execution Date: 9-10-02

2. Name and address of receiving party(ies)

Name: BEN Marketing Acquisition LLC

Internal Address:

Street Address: One Stamford Landing

City: Stamford State: CT Zip: 06902

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1950549, 2152929, 2165877

Additional number(s) attached Yes No

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

Name: Jeffrey C. Katz

Internal Address: Davis & Gilbert LLP

Street Address: 1740 Broadway

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

502293

DO NOT USE THIS SPACE

9. Signature.

Jeffrey C. Katz

Name of Person Signing

Signature

9/17/03

Date

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

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

**ASSIGNMENT**

WHEREAS, Earle Palmer Brown LLC, a limited liability company of the State of Delaware (hereinafter "Assignor"), is the owner of the marks listed below which are registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CHIP-IN	1,950,549	January 23, 1996
BUDDY UP and Design	2,152,929	April 21, 1998
BEN MARKETING GROUP BEN PROMOTION BEN DIRECT SPORTS and Design	2,165,877	June 16, 1998

WHEREAS, BEN Marketing Acquisition LLC, a limited liability company of the State of Delaware (hereinafter "Assignee"), is desirous of acquiring said marks and said registrations thereof.

THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed effective as of the 10<sup>th</sup> day of September 2002.

Earle Palmer Brown LLC

BEN Marketing Acquisition LLC

*Matthew [Signature]*  
Name: *Matthew [Signature]*  
Title: *Secy.*  
*on behalf of Earle Palmer Brown LLC*

\_\_\_\_\_  
Name:  
Title:

**ASSIGNMENT**

**WHEREAS**, Earle Palmer Brown LLC, a limited liability company of the State of Delaware (hereinafter "Assignor"), is the owner of the marks listed below which are registered in the United States Patent and Trademark Office:

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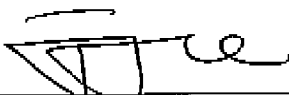
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Earle Palmer Brown LLC

BEN Marketing Acquisition LLC

\_\_\_\_\_  
Name:  
Title:

  
\_\_\_\_\_  
Name: G. Lee  
Title: C.O.O.