

SUBSTITUTE FORM PTO 1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

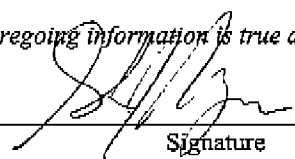
<p>1. Name of conveying party(ies): Hartstrings, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Hartstrings I, LLC 270 E. Concostoga Road Strafford, Pennsylvania 19087</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation: _____ <input checked="" type="checkbox"/> Other: <u>Delaware limited liability company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: <u>Correct Assignment recorded at Reel 002708, Frame 0491 to correct Reg. No. 1994092</u></p> <p>Execution Date: <u>May 17, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Reg. No.(s): <u>1,944,092</u></p> <p>Additional numbers attached <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Stephen J. Meyers, Esq. Drinker Biddle & Reath LLP One Logan Square 18th and Cherry Streets Philadelphia, PA. 19103-6996</p> <p>Attorney Docket No. <u>179133</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: <u>50-0573</u></p>
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9. 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.

<p><u>STEPHEN J. MEYERS</u> Name of Person Signing</p>	 Signature	<p><u>9-23-03</u> Date</p>
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Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011 (exp. 4/94)

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

Commissioner for Trademarks
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1-31-98

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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Has original documents or copy thereof.

To the Honorable Commissioner of Patent

1. Name of conveying party(ies):

Hartstrings, Inc.

4-3-03

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

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

3. Nature of Conveyance:

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

Execution Date: May 17, 2002

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

Hartstrings I, LLC
270 E. Conestoga Road
Stafford, Pennsylvania 19087

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: _____
- Other: Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 1,994,092

Additional numbers attached Yes No

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

Stephen J. Meyers, Esq.
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, PA 19103-6996

Attorney Docket No. 179133

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 50-0573

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS
Name of Person Signing

Signature

March 28, 2003
Date

Total number of pages including cover sheet, attachments and document 2

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006/006

ASSIGNMENT OF TRADEMARK

Assignment dated as of May 17, 2002, from Hartstrings, Inc., a Pennsylvania corporation ("Assignor") to Hartstrings I, LLC, a Delaware limited liability company, successor to Hartstrings, LLC, a New York limited liability company ("Assignee").

For good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its right, title and interest in the trademark "Hartstrings Baby," registered with the United States Trademark and Patent Office as Registration No. 1,994,093 and all intangibles and goodwill associated with the aforesaid.

Assignor hereby irrevocably constitutes and appoints Assignee the true and lawful agent and attorney-in-fact of Assignor with respect to all matters arising in connection with the trademark assigned hereby, with full power and authority to take any and all steps to execute and deliver for and on behalf of Assignor all such agreements, consents, certificates, receipts and other documents to which the Assignor is a party relating to said trademark, as Assignee may deem advisable. Assignor gives to Assignee full power and authority to act in the premises, including the power and authority to appoint a substitute or substitutes to act hereunder with the same power and authority as Assignee would have if were personally acting. Assignor hereby ratifies and confirms all that Assignee, or any substitute or substitutes thereof, may do by virtue hereof.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date first above written.

ASSIGNOR:

Hartstrings, Inc.

Reagy Hart Earle
Name:

Title: president

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