



05-21-2003



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

REC 1

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

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): ABC DISTRIBUTING, INC. 5-16-03

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

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

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 1/28/2003

2. Name and address of receiving party(ies) Name: ABC DISTRIBUTING, LLC

Internal Address:

Street Address: 5301 East 10th Avenue

City: Hialeah State: FL Zip: 33013

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

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) See Attached Schedule I (con't)

B. Trademark Registration No.(s) See Attached Schedule I (con't)

Additional number(s) attached Yes No

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

Name: David C. Gryce, Esq.

Internal Address:

Street Address: Arent Fox Kintner Plotkin & Kahn, PLLC - 1050 Connecticut Ave., NW

City: Washington State: DC Zip: 20036-5339

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41): \$ 590.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 01-2300

DO NOT USE THIS SPACE

9. Signature.

David C. Gryce, Esq. Name of Person Signing

David C. Gryce / sgc Signature

5/16/03 Date

Total number of pages including cover sheet, attachments, and document: 5

05/20/2003 ECDOPER 00000206 73435597

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

01 FC:8521 40.00 OP 02 FC:8522 350.00 OP

TRADEMARK REEL: 002736 FRAME: 0642

SCHEDULE I**1. U.S. Trademark Registrations**

Trademark	Serial Number	Registration Number
ABC & Design	73/435,597	1,578,234
ABC DISTRIBUTING, INC.	74/410,668	1,831,704
ABC DISTRIBUTING, INC.	76/079,444	2,549,278
ABC DISTRIBUTING, INC. HOLIDAY GIFT COLLECTION	74/357,821	1,885,664
ABC & Design	75/410,350	2,460,660
ABC DISTRIBUTING, INC.	75/410,315	2,441,731
CAROLYN COSMETIQUE (Stylized)	73/690,064	1,502,758
LILLIAN LOROW	73/580,096	1,405,935
MISCELLANEOUS Design	75/410,351	2,264,353
SUGARBELLE DOLLS BY ABC DISTRIBUTING	75/845,885	2,497,027

SCHEDULE I (CON'T.)**2. U.S. Trademark Applications**

Trademark	Serial Number
THE RIDGE ROOM BY ROOM (Stylized)	76/335,023
ALI-B-COOL & Design	76/420,005
DESIGN OF GIRL WAVING	76/420,003
DESIGN OF GIRL STANDING	76/420,004
ALI-B-COOL	76/421,910
INN-STYLE (Stylized)	76/360,140
GOOD TOO GO STYLE & Design	76,341,799
FISH Design	76/090,118
ABC (Stylized)	76/079,445
ABC DISTRIBUTING	76/477,920
ABC DISTRIBUTING, LLC	76/477,933
ABC DISTRIBUTING (Stylized)	76/477,932
ABC DISTRIBUTING, LLC (Stylized)	76/477,915

Assignment of Trademarks

from ABC DISTRIBUTING, INC. to ABC DISTRIBUTING, LLC

WHEREAS, ABC DISTRIBUTING, INC. ("INC."), a Florida corporation, having its principal offices at 5301 East 10th Avenue, Hialeah, FL 33013 is the owner, free and clear of all liens and encumbrances, of all right, title, and interest in and to marks identified on the attached Schedule I; including all applications and registrations therefore (collectively, the "Marks"), and including the goodwill associated therewith and the right to sue for and collect all awards, proceeds, and compensation accruing for the past infringements of the Marks; and

WHEREAS, INC. has agreed to transfer to ABC DISTRIBUTING, LLC, ("LLC"), a Delaware limited liability company with offices at 5301 East 10th Avenue, Hialeah, FL 33013, all right, title, and interest in and to the Marks, and the goodwill associated therewith; and

WHEREAS, LLC desires to acquire all right, title, and interest in and to the Marks, including the goodwill associated therewith and the right to sue for and collect all awards, proceeds, and compensation accruing for the past infringements of the Marks;

NOW THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, INC. hereby transfers and assigns to LLC, free and clear of all liens and encumbrances, all right, title, and interest in and to the Marks, including the goodwill associated therewith, and the right to sue for and collect all awards, proceeds, and compensation accruing for past infringements of the Marks.

INC. represents and warrants that the individual executing this document is authorized to assign the Marks and the goodwill associated therewith on behalf of INC. to LLC.

IN WITNESS WHEREOF, INC. has executed this instrument, effective the 3rd day of February, 2003.

(Signature Page Follows)

Assignment of U.S. Trademarks
From ABC DISTRIBUTING, INC.
To ABC DISTRIBUTING, LLC
Signature Page

ABC DISTRIBUTING, INC.

By: [Signature]
Name: JOSEPH A. KAPLAN
Title: VICE-PRESIDENT GEN. COUNSEL
Date: 1-28-03

Subscribed and sworn to me
this 28 day of JAN, 2003
in/State: Fla
Country: Dade / USA

Thomas A. Matteo
Notary


My Commission expires:  Thomas A Matteo
My Commission CC956286
Expires July 23, 2004

ABC DISTRIBUTING, LLC

By: [Signature]
Name: MIKE NUNEZ
Title: CEO
Date: 1-28-03

Subscribed and sworn to me
this 28 day of JAN, 2003
in/State: FLA
Country: Dade / USA

Thomas A. Matteo
Notary

My Commission expires:  Thomas A Matteo
My Commission CC956286
Expires July 23, 2004