

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):
Ounk - New York, Inc.

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

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

2. Name and address of receiving party(ies)
Name: LGH-III, LLC
Internal
Address: c/o Check Group, LLC
Street Address: 1385 Broadway, Suite 1407
City: New York State: NY Zip: 10018

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other to correct assignment
previously recorded on Reel 002707
Execution Date: _____ Frame 0812

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) 76309888

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Neil S. Goldstein, Esq.
 Internal Address: Robinson Brog Leinwand
Greene Genovese & Gluck P.C.
 Street Address: 1345 Avenue of the Americas,
31st Floor
 City: New York State: NY Zip: 10105

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

Neil S. Goldstein [Signature] 12/12/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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

OP \$40.00 76309888

04-09-2003

Form PTO-1594 (Rev. 10/02)

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RECORD TRA



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DEPARTMENT OF COMMERCE Patent and Trademark Office

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

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Name: LGH-III, LLC

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City: New York State: NY Zip: 10018

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If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date:

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

A. Trademark Application No.(s) 76309821,

76309825, 75685992, 763039888

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Neil S. Goldstein, Esq.

Internal Address: Robinson Brog Leinwand

Greene Genovese & Gluck P.C.

Street Address: 1345 Avenue of the

Americas, 31st Floor

City: New York State: NY Zip: 10105-0143

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Neil S. Goldstein Name of Person Signing

Signature

3/10/03 Date

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

04/08/2003 ENDDER 00000187 76309821

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

01 FC:8521 02 FC:8522

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POWER OF ATTORNEY

The undersigned, applicant of applications pending in the United States Patent and Trademark Office, Serial No. 75685922 and Serial No. 76309825 respectively, hereby appoints Neil S. Goldstein, Esq. and Colette H. Stanford, Esq., each an attorney at law admitted to practice under the laws of the State of New York, ROBINSON BROGLEINWAND GREENE GENOVESE & GLUCK P.C., 1345 Avenue of the Americas, 31st Floor, New York, New York 10105, as applicant's attorneys to prosecute said applications, to transact all business in the United States Patent and Trademark Office in connection therewith and to receive the certificate of registration.

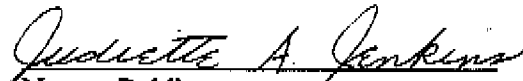
Date: September 12, 2002

OUNK, INC., a/k/a OUNK-NEW YORK INC.

By: 
David Huie, President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 12th day of September, in the year 2002, before me, the undersigned, personally appeared David Huie, President of Ounk, Inc. a/k/a Ounk-New York Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

JUDIETTE A. JENKINS
Notary Public, State of New York
No. 01JE4871171
Qualified in Queens County
Commission Expires September 13, 2006

ASSIGNMENT OF INTELLECTUAL PROPERTY

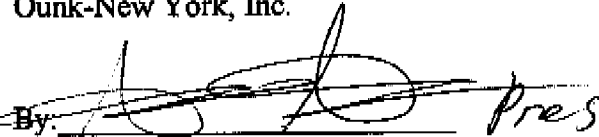
WHEREAS, Ounk-New York, Inc., a New York corporation, having a principal address at 131-30 229th Street, Laurelton, New York 11413 ("Assignor") is the owner of the trademark applications registered and/or pending in the United States Patent and Trademark Office as listed in Schedule A annexed hereto (the "Trademarks");

WHEREAS, Assignor is a party to that certain Operating Agreement dated as of September 18, 2002 (the "Agreement") of LGH-III, LLC, a New York limited liability company ("Assignee"); and

WHEREAS, Assignor, in accordance with the terms and conditions of the Agreement, desires to transfer and assign to Assignee all of Assignor's right, title and interest in and to the Trademarks and all intellectual property rights associated therewith and to any registrations, renewals and extensions that may be granted thereon;


NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor has sold, assigned and transferred and by these presents does hereby sell, assign, and transfer unto the said Assignee, its successors or assigns, the entire right, title and interest, in the United States and internationally, including common law rights, in and to the said Trademarks and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to sue for and collect damages for past infringement thereof.

IN WITNESS WHEREOF, Assignor has executed this instrument on this 8 day of October, 2002.

Ounk-New York, Inc.
By:  Pres.
David Huie, President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 8 day of October, 2002, before me, the undersigned, a notary public in and for said state, personally appeared David Huie, President of Ounk-New York, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

00149716.WPD:2

YANA SHTINDLER
NOTARY PUBLIC STATE OF NEW YORK
NO. 02SH6057536
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES APR. 18, 2003

TRADEMARK
REEL: 002762 FRAME: 0938

SCHEDULE A**Trademarks**

The Trademarks are the following marks which are registered and/or the subjection of trademark application pending in the United States Patent and Trademark Office:

1. "O", Registration No. 76309821 in Class 25 for clothing;
2. "Ounk", Serial No. 76309825 in Class 25 for clothing;
3. "Ounk", Serial No. 75685992 in Class 25 for clothing; and
4. "ON", Serial No. 76309888 in Class 25 for clothing.