

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

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U.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):
Calvin Clothing Company, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Calvin Clothing, LLC
Internal Address: _____
Address: _____
Street Address: 300 Brook Street
City: Scranton State: PA Zip: 18505-0627

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company of PA

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 _____

Execution Date: 5/1/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
1,815,984

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jenifer deWolf Paine, Esq.
 Internal Address: _____
PROSKAUER ROSE LLP

 Street Address: 1585 Broadway

 City: New York State: NY Zip: 10036-829

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:
16-2500

DO NOT USE THIS SPACE

9. Signature.
Jenifer deWolf Paine December 15, 2003
 Name of Person Signing Signature Date

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

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

CH \$40.00 162500 1815984

ASSIGNMENT

This Assignment is made this 1st day of May 2003, by and between Calvin Clothing Company, Inc., a Pennsylvania Corporation ("Assignor") on the one hand, and Calvin Clothing LLC, a Pennsylvania Limited Liability Company ("Assignee") on the other hand.

WHEREAS, Assignor owns the following trademark and corresponding registration:

BEDFORD BRITCHES, U.S. Reg. No. 1,815,984 (the "Trademark");

WHEREAS, Assignee is desirous of acquiring the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby sells, transfers, conveys, and assigns to Assignee all right, title and interest in and to the Trademark and corresponding Registration, together with the goodwill of the business symbolized by the Trademark and the Registration, including all rights to sue and recover for past infringement.

2. Assignor agrees to execute all documents and assist in all proceedings to perfect, register, or record the rights of the Assignee to the Trademark as Assignee may deem appropriate. If Assignor does not, within five days of presentment, return the requested executed documents, then Assignee is hereby granted a limited power of attorney to execute all such documents on behalf of Assignor. This power of attorney is coupled with an interest and is irrevocable.

CALVIN CLOTHING COMPANY, INC.

CALVIN CLOTHING, LLC

James Alperin
By: [Signature]
Title: President
Dated: 5/1/03

James Alperin
By: [Signature]
Title: Member / Manager
Dated: 5/1/03