

#2

6

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\Rightarrow \Rightarrow \Rightarrow$		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): WELLS FARGO CENTURY, INC. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ State of New York			2. Name and address of receiving party(ies) Name: GACC, LLC Internal _____ Address: _____ Street Address: 1410 Broadway City: New York State: NY Zip: 10018 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of New York <input type="checkbox"/> Other _____		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignor(s)) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: January 29, 2004			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 1,579,107 Additional number(s) attached <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jay Begler, Esq. Internal Address: Buchanan Ingersoll, P.C. Street Address: 140 Broadway City: NY State: NY Zip: 100051			6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41), \$ 140.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
8. Deposit account number: 50-1448			9. Signature. <div style="text-align: center;"> Jay N. Begler Jay H. Begler, Esq. Signature 2/4/04 Date Name of Person Signing </div>		
DO NOT USE THIS SPACE					
Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231					

CH \$140.00 501448 1579107

2, P. 1

1

SCHEDULE OF TRADEMARK

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. Or Filing Date</u>
1,579,107	Shenanigans	USA	1/23/90
1,605,646	Colleen's Collectibles	USA	7/10/90
1,955,166	Katie's Closet	USA	2/06/96
2,042,698	Shannon's Secrets	USA	3/11/97
1,758,478	Malarkey	USA	3/16/93
Unregistered	Emerald Isle	USA	N/A

2. p. 2

ASSIGNMENT OF TRADEMARK

WHEREAS, Honey Fashions, Ltd. a New York corporation, ("Debtor") entered into a factoring agreement with Century Business Credit Corporation, predecessor in interest to Wells Fargo Century, Inc. by change of name, ("Assignor"), as the same having been amended, modified and supplemented from time to time, the "Agreement"; and

WHEREAS, to secure the obligations of the Debtor to Assignor under the Agreement, and to in order to induce Assignor to enter into the Agreement, Debtor entered into a Trademark Collateral Security Agreement, dated August 18, 2000, in favor of Assignor, covering the trademark "Shenanigans" Trademark Registration Number 1,579,107 issued on January 23, 1990, and other trademarks (collectively, the "Trademark"); and

WHEREAS, Debtor has defaulted under the Agreement; and

WHEREAS, Debtor has transferred the Trademark to Assignor as partial payment of its obligations due to Assignor.

WHEREAS, Assignor, intends to sell and assign the Trademark to Assignee; and

WHEREAS, GACC, LLC., (hereinafter "Assignee"), is desirous of acquiring all of the rights, title and interest of Assignor in, to and under the Trademark, together with the goodwill of the business associated with the Trademark:

NOW THEREFORE, pursuant to a Bill of Sale dated the date hereof, and in consideration of good and valuable consideration paid by Assignee to Assignor, the sufficiency and receipt of which is hereby acknowledged, Assignor confirms the transfer and hereby transfers and assigns to Assignee, all of Assignor's right, title and interest in and to the Trademark, together with the goodwill of the business associated with the Trademark and all trademark registrations therefor; and

This Assignment of Trademark is made without any warranties or representations of any kind except that Assignor warrants that it is the owner of the Trademark and has full power and authority to transfer the Trademark to the Assignee.

Assignor further authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any state or country foreign to the United States, whose duty it is to record trademark registrations, applications and title thereto, to record the Trademark and title thereto as the property of the Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument; and

IN WITNESS WHEREOF, the parties hereto have executed this instrument on this ____ day of January, 2004.

WELLS FARGO CENTURY, INC

By: _____

Name: CHRISTOPHER GOLL

Title: FIRST SENIOR VICE PRESIDENT

GACC, LLC

By: _____

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 29th day of January, 2004, before me personally came Christopher Goll to me known, who being by me duly sworn, did depose and say that (s)he is the President of HONEY FASHIONS LTD., the company named in this Assignment of Trademark and which executed said Assignment of Trademark as Assignor, and that (s)he signed in the name of said company pursuant to authorization granted by said company.

Wells Fargo Century

Notary Public

NATALINA COCO
Notary Public, State of New York
No. 01CC6083279
Qualified in Kings County
Commission Expires June 2, 2007

2 P.4

SCHEDULE OF TRADEMARK

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. Or Filing Date</u>
1,579,107	Shenanigans	USA	1/23/90
1,605,646	Colleen's Collectibles	USA	7/10/90
1,955,166	Katie's Klost	USA	2/06/96
2,042,698	Shannon's Secrets	USA	3/11/97
1,758,478	Malarky	USA	3/16/93
Unregistered	Emerald Isle	USA	N/A

2 P.5