

2

#1

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): HONEY FASHIONS, LTD. <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 Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>WELLS FARGO CENTURY, INC.</u> Internal Address: _____ Address: _____ Street Address: <u>119 West 40th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10018</u> <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 <u>of New York</u> <input type="checkbox"/> Other _____ 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 assignment) 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: <u>January 29, 2004</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____ B. Trademark Registration No.(s) <u>1,579,107</u> _____ Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Jay Begler, Esq.</u> Internal Address: <u>Buchanan Ingersoll, P.C.</u> _____ _____ Street Address: <u>140 Broadway</u> _____ City: <u>NY</u> State: <u>NY</u> Zip: <u>100051</u>	6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ <u>140.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-1448</u>	
DO NOT USE THIS SPACE		
9. Signature. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> Jay H. Begler, Esq. Name of Person Signing </div> <div style="width: 30%; text-align: center;"> Signature </div> <div style="width: 30%; text-align: right;"> 2/4/04 Date </div> </div> <div style="text-align: center; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and document: 4 </div>		

CH \$140.00 601448 1679107

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

#1, P. 1

3

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 Kloset	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

#1, pg. 2

ASSIGNMENT OF TRADEMARK

WHEREAS, Honey Fashions Ltd., a New York corporation ("Assignor") is indebted to Wells Fargo Century, Inc. ("Assignee") pursuant to a certain factoring agreement entered into between Assignor and Assignee dated August 12, 2000 as the same may have been modified and amended from time to time (the "Agreement"); and

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

WHEREAS, Assignor is in default under the Agreement; and

WHEREAS, Assignor, in order to reduce its obligations to Assignee under the Agreement desires to transfer the Trademark to Assignee.

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 good will of the business associated with the Trademark and all trademark registrations therefor; and

ASSIGNOR further authorizes the Commission 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 have executed this instrument on this ___ day of January, 2004.

HONEY FASHIONS LTD.

By: 

#1, pg 3

5

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

#1, pg 4