

08-20-2003

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

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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): 8-4-03 The Firm Shoes, Inc., by change of name from Pony International, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/24/2003

2. Name and address of receiving party(ies) Name: Pony International, LLC

Internal Address: Street Address: 6500 Hollister Avenue City: Santa Barbara State: CA Zip: 93117

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State - California 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 Schedule.

B. Trademark Registration No.(s) See Schedule.

Additional number(s) attached Yes No

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

Name: William A. Finkelstein

Internal Address: Fourth Floor

Street Address: 1620 26th Street North Tower

City: Santa Monica State: CA Zip: 90404

6. Total number of applications and registrations involved: 43

7. Total fee (37 CFR 3.41): \$ 1,090.00

- 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.

William A. Finkelstein

Name of Person Signing

Signature

Signature

07/29/2003

Date

Total number of pages including cover sheet, attachments, and document: 6

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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 1050.00 OP

TRADEMARK REEL: 002804 FRAME: 0671

SCHEDULE (Consisting of 2 pages)

ASSIGNOR: THE FIRM SHOES, INC.

(BY CHANGE OF NAME FROM PONY INTERNATIONAL, INC.)

ASSIGNEE: PONY INTERNATIONAL, LLC

TRADEMARK REGISTRATIONS

MARK	REG. NO.	REG. DATE
PONY (Stylized)	1040116	5/25/76
Design	1193225	4/6/82
Design	1224322	1/18/83
Design	1286085	7/17/84
Design	1286086	7/17/84
MY LITTLE PONY	1377333	1/7/86
PONY & Design	1394817	5/27/86
PONY (Stylized)	2248371	5/25/99
Design	2248372	5/25/99
PONY & Design	2248373	5/25/99
Design	2478265	8/14/01
PONY (Stylized)	2478266	8/14/01
PONY & Design	2478267	8/14/01
PONY (Stylized)	2666379	12/24/02
PONY	2666380	12/24/02
PONY & Design	2668890	12/31/02
CITY WINGS	2680800	1/28/03

TRADEMARK APPLICATIONS

MARK	APP. NO.	APP. DATE
PONY GIRL	76/301158	8/17/01
Design	76/376978	3/1/02
PONY (Stylized)	76/376979	3/1/02
PONY	76/376981	3/1/02
PONY & Design	76/376983	3/1/02
PONY & Design	76/376984	3/1/02
PONY & Design	76/377047	3/1/02
Design	76/377049	3/1/02
CITY WINGS	76/401865	4/30/02
CITY WINGS	76/401864	4/30/02
CITY WINGS	76/401863	4/30/02
CITY WINGS & Design	76/401862	4/29/02

MARK	APP. NO.	APP. DATE
CITY WINGS & Design	76/401861	4/30/02
CITY WINGS & Design	76/401860	4/30/02
CITY WINGS & Design	76/396808	4/18/02
MY LITTLE PONY	76/472250	12/04/02
Design (4906 Chevron)	76/461199	10/24/02
PONY	76/424774	06/24/02
PONY	76/424773	06/24/02
PONY	76/424188	06/24/02
PONY	76/424187	06/24/02
PONY	76/424186	06/24/02
PONY	76/424185	06/24/02
PONY	76/424184	06/24/02
Design (4706)	76/424183	06/24/02
Design (4706)	76/424182	06/24/02

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DEED OF TRADEMARK ASSIGNMENT

TO ALL IT MAY CONCERN, effective January 30, 2003 *nunc pro tunc*, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Firm Shoes, Inc., by change of name from Pony International, Inc. (as evidenced by the attached Certificate of Amendment of its Certificate of Incorporation), a Delaware corporation, having its principal place of business at 9100 Wilshire Boulevard, Beverly Hills, CA 90212, hereby sells, assigns and transfers to Pony International, LLC, a California Limited Liability Company, having its principal place of business at 6500 Hollister Avenue, Santa Barbara, CA 93117, its successors and assigns, the entire right, title and interest in and to the trademarks set forth in the attached Schedule in relation to a transfer of that portion of its business in the United States pertaining to the trademarks, the goodwill of the business associated with the said trademarks, and the trademark registrations and applications therefor set forth on the attached Schedule.

By: *David G Baram*

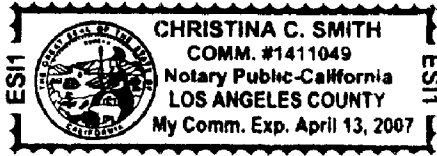
Title: *President Firm*

STATE OF CALIFORNIA)
) ss:
COUNTY OF LOS ANGELES)

DAVID G BARAM, being duly sworn, deposes and says that he is *President* of The Firm Shoes, Inc., by change of name from Pony International, Inc. and that he has executed this Assignment for and on behalf of The Firm Shoes, Inc., by change of name from Pony International, Inc. , being duly authorized to do so.

Subscribed and sworn to before me
this *24* day of *July*, 2003

Christina C. Smith
Notary Public

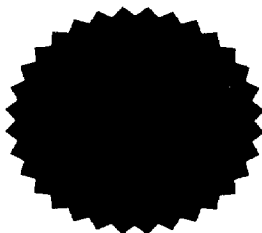


Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PONY INTERNATIONAL, INC.", CHANGING ITS NAME FROM "PONY INTERNATIONAL, INC." TO "THE FIRM SHOES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF FEBRUARY, A.D. 2003, AT 3:02 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030336657

AUTHENTICATION: 2432583

DATE: 05-22-03

TRADEMARK

REEL: 002804 FRAME: 0675

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PONY INTERNATIONAL, INC.

Adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware

PONY INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify that:

FIRST: By unanimous written consent action of the board of directors of PONY INTERNATIONAL, INC., acting pursuant to Section 141(f) of the General Corporation Law of Delaware, the following resolution was adopted:

RESOLVED, that Article FIRST of the Amended and Restated Certificate of Incorporation is hereby amended to read in full as follows:

FIRST: The name of this corporation is The Firm Shoes, Inc.

SECOND: By written consent action of the sole shareholder of PONY INTERNATIONAL, INC., acting pursuant to Section 228(a) of the General Corporation Law of Delaware, said amendment was duly adopted.


IN WITNESS WHEREOF, PONY INTERNATIONAL, INC. has caused this Certificate to be signed by Jeff Kwatinetz, its president and attested by David Baram, its secretary this 10th day of February, 2003.

PONY INTERNATIONAL, INC.

By: _____


Jeff Kwatinetz
President

ATTEST: _____


David Baram
Secretary

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