

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
 Serrance, Inc.
 1441 Broadway
 New York, New York 10018

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

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

2. Name and address of receiving party(ies)
 Name: Ben Elias Industries Corporation
 Internal
 Address: _____

Street Address: 1400 Broadway
 City: New York State: NY Zip: 10018

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State New York
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 04/13/04

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

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,364,771

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Amy B. Goldsmith, Esq.
 Internal Address: 8th Floor
Gottlieb, Rackman & Reisman, P.C.

Street Address: 270 Madison Avenue

City: New York State: NY Zip: 10016


6. Total number of applications and registrations involved:

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1730

DO NOT USE THIS SPACE

9. Signature.
Amy B. Goldsmith, Esq.  May 6, 2004
 Name of Person Signing Signature Date

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

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

CH \$40.00 07/17/30 2364771

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADE MARK ASSIGNMENT**

WHEREAS, Serrance, Inc., a corporation of the State of New York, with offices at 1441 Broadway, New York, NY 10018 (hereinafter referred to as "the ASSIGNOR") owns certain trademarks and registrations for said marks as listed in Schedule A attached hereto (hereinafter referred to as the "MARKS"); and

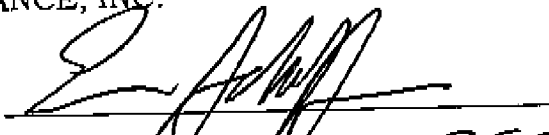
WHEREAS, Ben Elias Industries Corporation, a corporation of the State of New York, with offices at 1400 Broadway, New York, NY 10018 (hereinafter referred to as the "ASSIGNEE"), is desirous of acquiring all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the full receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its right, title and interest in and to the MARKS, together with the goodwill of the business symbolized by the MARKS, and the right to sue and recover for past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 13 day of April, 2004.

SERRANCE, INC.

By:
Name:
Title:


ERIC SCHIFFER
PRES.

S:\MARISOL\CLIENTS\BEN ELIAS\SERRANCE ASSIGNMENT.WPD

SCHEDULE A

TRADEMARK:

ANDREW SPENCER

rademark Registration No. 2,364,771