

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Baby Gold Jewelry, Inc.		05/16/2004	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	Hanna Designs, LLC
Street Address:	P.O. Box 8399
City:	Warwick
State/Country:	RHODE ISLAND
Postal Code:	02888
Entity Type:	limited liability company: RHODE ISLAND

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1524036	BABY GOLD
Registration Number:	1977656	BABY GOLD
Registration Number:	1927170	BG 14K
Registration Number:	2268008	CAROUSEL
Registration Number:	1922883	KIDS 14K GOLD CORNER
Registration Number:	2259859	KIDS 4 GOLD
Registration Number:	1802025	KIDS CAROUSEL
Registration Number:	2257715	KIDS FOR GOLD
Registration Number:	1903512	KIDSBEAR
Registration Number:	1757620	SWEET SOMETHINGS
Registration Number:	1771350	
Registration Number:	2026470	
Registration Number:	2033165	
Registration Number:	2033166	

CH \$415.00 1524036

Registration Number:	2104358	
Registration Number:	2120277	

CORRESPONDENCE DATA

Fax Number: (401)455-0701
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 401-455-0700
Email: smcgurk@duffysweeney.com
Correspondent Name: Craig M. Scott
Address Line 1: One Turks Head Place
Address Line 2: Suite 1200
Address Line 4: Providence, RHODE ISLAND 02903

ATTORNEY DOCKET NUMBER:	HANNA DESIGNS/BABY GOLD
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NAME OF SUBMITTER:	Craig M. Scott
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Total Attachments: 2
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TRADEMARK ASSIGNMENT

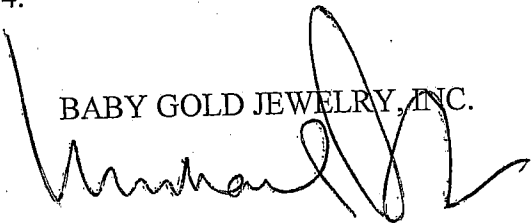
WHEREAS, Baby Gold Jewelry, Inc., a New Jersey corporation ("Baby Gold"), is the sole owner of the trademarks set forth on Exhibit A attached hereto (the "Marks") and the goodwill of the business in connection with which such marks is used; and

WHEREAS, Baby Gold received federal registrations of the Marks as shown on Exhibit A; and

WHEREAS, pursuant to a certain Asset Purchase Agreement, dated April 21, 2004, by and between Baby Gold and Hanna Designs, LLC, a Rhode Island limited liability company ("Hanna Designs"), Hanna Designs has acquired substantially all of the business assets of Baby Gold and in connection therewith desires to acquire the Marks and the goodwill represented thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Baby Gold hereby assigns to Hanna Designs the entire right, title and interest in and to each of the Marks, including all rights to sue and recover for past infringement, the goodwill represented by each of the Marks, and the above-referenced federal registrations of the Marks.

Executed this 14 day of May, 2004.

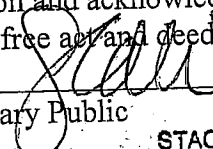
BABY GOLD JEWELRY, INC.


Michael Endelman, President

ACKNOWLEDGMENT

State of New Jersey)
County of Essex) SS.

On this 14 day of May, 2004, before me personally appeared Michael Endelman, President of Baby Gold Jewelry, Inc., to me known and known by me to be the party executing the foregoing instrument, on behalf of said corporation and acknowledged said instrument, by himself executed, to be his free act and deed and the free act and deed of said corporation.



Notary Public
STACEY E. GARRIKER
A Notary Public of New Jersey
My commission Expires 8/17/2005

EXHIBIT A

<u>Mark:</u>	<u>Registration Number:</u>	<u>Registration Date:</u>
BABY GOLD	1,524,036	September 14, 1987
BABY GOLD	1,977,656	June 4, 1996
BG 14K	1,927,170	October 17, 1995
CAROUSEL	2,268,008	August 10, 1999
KIDS 14K GOLD CORNER	1,922,883	September 26, 1995
KIDS 4 GOLD	2,259,859	July 6, 1999
KIDS CAROUSEL	1,802,025	November 2, 1993
KIDS FOR GOLD	2,257,715	June 29, 1999
KIDSBEARS	1,903,512	July 4, 1995
SWEET SOMETHINGS	1,757,620	March 9, 1993
(Design only)	1,771,350	May 18, 1993
(Design only)	2,026,470	December 31, 1996
(Design only)	2,033,165	January 21, 1997
(Design only)	2,033,166	January 21, 1997
(Design only)	2,104,358	October 7, 1997
(Design only)	2,120,277	December 9, 1997

TRADEMARK