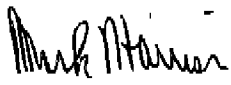


Form PTO-1564 (Rev. 10/02)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Toronto-Dominion Bank <input type="checkbox"/> Individual (s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -Canada <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): 9071-3850 Quebec Inc. 8950, Pla IX Blvd. Montreal, Quebec, H1Z 4H9 Canada <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Canada <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional names(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" 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"/> Succession Execution Date: June 1, 2000					
4. Application number(s) or registration number(s): A. Trademark Application No.(s)		B. Trademark registration No.(s): 2,225,084 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and Address of party to whom correspondence concerning document should be mailed: Name: Mark B. Harrison, Esq. Internal Address: VENABLE Street Address: P.O. Box 34385 Washington, D.C. 20043		6. Total number of applications involved: <u> 1 </u>			
		7. Total fee (37 CFR 3.41) \$40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorization is granted to deduct the above-referenced fee from our Deposit Account. Atty. Ref. No.: 32071-178279			
		8. Deposit account number: 22-0261			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i>					
<u>Mark B. Harrison</u> Name of Person Signing		 Signature		<u>July 8, 2004</u> Date	
Total number of pages comprising cover sheet: 1					
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CONFIRMATORY TRADE-MARK ASSIGNMENT

PREAMBLE

1. The Trade-Marks listed in schedule A herein have been previously held and owned by Canadian Children's Wear Limited / Compagnie Canadienne de Vêtements d'Enfants Limitée (Hereafter "CCW").
2. CCW entered into 3 Moveable Hypotecs on March 22 1994, April 24 1995 and April 23 1998, with the Toronto Dominion Bank (hereafter "TD Bank") by which all assets of CCW, including all rights in trade-marks, were pledge as securities for debt to the TD Bank.
3. Said Moveable Hypotecs were duly registered on the Quebec's *Registre des droits personnels et réels mobiliers* under numbers 94-0029504-001, 95-0051761-0001 and 98-0045717-002.
4. CCW filed a voluntary assignment in bankruptcy on November 17 1998.
5. Notice of default under the Moveable Hypotecs and declaration of intent to exercise hypothecary rights were issued January 22 1999 by the TD Bank and served on CCW and the Trustee in bankruptcy, PricewaterhouseCoopers Inc (hereafter "PWC"), vesting the TD Bank with the power to effect the sale of all properties belonging to CCW and covered by the Moveable Hypotecs and such notice of default, the whole in accordance to section 2784 and Sa. of the Civil Code of Quebec.
6. On March 29 1999, by way of 2 *Conventions de vente et d'achat*, 9071-3850 Quebec Inc. legally acquired from TD Bank, acting in the name of CCW, all rights (titles and interests of CCW in the trade-marks and trade-marks rights listed in Schedule A herewith, together with all the goodwill associated therewith.

CONFIRMATORY TRADE-MARK ASSIGNMENT

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7. Said *Conventions de vente et d'achat* provided that the parties thereto agree to sign such further documents as may be required to perfect these transfers, as intended by the parties.

8. NOW THEREFORE, in accordance with the aforesaid terms as agreed between the parties, and in confirmation of the above mentioned transfers, the Toronto Dominion Bank hereby makes the following confirmatory conveyance.

ASSIGNMENT

9. The Toronto Dominion Bank hereby confirms the sale and transfer dated March 29 1999, by which TD Bank, acting in the name and place of CCW, sold and transferred to 9074-3850 Quebec Inc., corporation duly incorporated under the laws of the Province of Quebec and having its head office located at 8950, Pie IX Blvd., Montreal, Quebec, H1Z 4H9, all rights, titles and interests world-wide belonging to CCW, in the trade-marks and trade-mark rights listed in Schedule A herewith, together with all the goodwill associated therewith.

EXECUTED at Montreal, Quebec, Canada, this day of 2000

Toronto Dominion Bank

By: [Signature]
Title: [Signature]

CONFIRMATORY TRADE-MARK ASSIGNMENT

SCHEDULE A

All rights in all Trade-Marks listed here below, whether registered or not and in respect of all territories in which such Trade-Marks enjoy rights.

CANADA

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	TMA 260,714	July 10, 1981
Ski + Fun Design	TMA 460,920	August 9, 1998
Little Nugget	UCA 30804	August 18, 1948
Crac	TMA 330,633	July 31, 1987
Irving Samuel	TMA 360,338	September 15, 1989
Mini Image	TMA 469,322	February 4, 1998
Sami	TMA 360,339	September 15, 1989
Tiger Tuff	UCA 39172	July 17, 1951
Création Petit Poucet	TMA 244818	May 18, 1980
Création Petit Poucet	TMA 241365	March 21, 1980
Ma Poupée	670688 (Abandoned)	November 19, 1990
Biz-Cot	830,030 (Abandoned)	November 27, 1996
Miele	Unregistered	

UNITED STATES OF AMERICA

<u>Trade-Mark</u>	<u>Reg. No. / App. No.</u>	<u>Reg. Date / Filing Date</u>
Petite Coquette Design	2,312,799	February 1, 2000
Ski + Fun Design	Unregistered	
Little Nugget	Unregistered	
Crac	Unregistered	
Irving Samuel	2,225,084	February 23, 1999
Mini Image	Unregistered	
Sami	Unregistered	
Tiger Tuff	765,548	February 25, 1964
Création Petit Poucet	Unregistered	
Création Petit Poucet	933,257	May 2, 1972
Ma Poupée	1,577,682	February 7, 1995
Biz-Cot	75/284,733 (Abandoned)	May 1, 1997
Miele	Unregistered	

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: TORONTO-DOMINION BANK
 Registration No.: 2,225,084
 Issued: February 23, 1999
 Mark: IRVING SAMUEL

2.2002


POWER OF ATTORNEY

All prior powers of attorney are hereby revoked and registrant hereby appoints as attorney Mark Harrison, Marcia Auburger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his offices and post office address at 1201 New York Avenue N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 to prosecute this registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive all documents, concerning this registration.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

All prior appointments of domestic representative are hereby revoked and Mark Harrison, Marcia Auburger and Andrew Price, each a member of the Bar of the District of Columbia and/or Maryland, and having his offices and post office address at 1201 New York Avenue N.W., Washington, D.C. 20005, Telephone (202) 962-4800, Telefax (202) 962-8300 are hereby designated registrant's representatives upon whom notices or process in proceedings affecting the mark may be served.

Done, this 20 day of Feb, 2002.



Mark B. Harrison, Esq.
 VENABLE
 P.O. Box 34385
 Washington, D.C. 20043
 Phone: 202-962-4300
 Fax: 202-962-8300
 Attorney for the Registrant