

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Marketing Enterprises, Inc.		06/24/2004	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Too Brands Investment, LLC		
<b>Street Address:</b>	8323 Walton Parkway		
<b>City:</b>	New Albany		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	43054		
<b>Entity Type:</b>	limited liability company: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2585720	TOO NITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)935-5728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2129355700		
<b>Email:</b>	email@colucci-umans.com		
<b>Correspondent Name:</b>	Frank J. Colucci		
<b>Address Line 1:</b>	101 East 52nd Street		
<b>Address Line 2:</b>	Colucci & Umans		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	TOO/AME		
<b>NAME OF SUBMITTER:</b>	Rich Jacobson		
<b>Total Attachments: 1</b> source=Assign_AME_Azrak#page1.tif			

OP \$40.00 2585720

**ASSIGNMENT**

WHEREAS, American Marketing Enterprises, Inc., a New York corporation, with a principal place of business at 10 West 33rd Street, New York, NY 10001 ("Assignor"), is the owner of United States Patent and Trademark Office Registration No. 2,585,720, issued on June 25, 2002, of the trademark TOO NITE ("the Mark"), for "clothing for children, namely pants, shirts, slacks, t-shirts, socks, shorts, dresses, skirts, jeans, jumpers, jumpsuits, jackets, coats, sport jackets, neckties, sweatsuits, sweatshirts, sweatpants, anklets, bathing suits, bathing trunks, bathrobes, beach coverups, belts, hats, cloth bibs, shoes, sneakers, boots, sandals, slippers, pajamas, nightshirts, nightgowns, underpants, undershirts, sweaters, maquerade costumes and masks, overalls, coveralls, gloves, evening gowns, nightgowns, gym shorts, gym suits, halter tops, head bands, jogging suits, leggings, overcoats, petticoats, playsuits, pullovers, rainwear, suits, sweat bands, athletic uniforms, unitards, and vests," in International Class 25; and

WHEREAS, Too Brands Investment, LLC, an Ohio limited liability company, with a principal place of business at 8323 Walton Parkway New Albany Ohio 43054 ("Assignee"), desires to acquire the Mark, the goodwill appurtenant thereto, and the above-referenced registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers all right, title and interest in and to the Mark, together with the goodwill of the business associated therewith, and the above reference trademark registration therefor, and all of Assignor's rights therein, to Assignee.

Dated: 6/24, 2004

AMERICAN MARKETING ENTERPRISES, INC.

By: \_\_\_\_\_

Name: VICTOR AZRAK

Title: PRESIDENT