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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10.02)
OMB No. 0651-0027 (exp. 6/30/2005)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 2.26.04

MANNOR CORPORATION

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Alabama
- 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: October 15, 2003

2. Name and address of receiving party(ies)

Name: BAYER CLOTHING GROUP, INC.

Internal

Address: _____

Street Address: 8912 Clearfield
Clearfield, Pennsylvania 16830
City: _____ State: _____ Zip: _____

- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration 1,354,712
Issued August 13, 1985

Additional number(s) attached Yes No

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

Name: CHARLES E. BAXLEY, ESQ.

Internal Address: SUITE 309

Street Address: 90 JOHN STREET

City: NEW YORK State: N.Y. Zip: 10038

6. Total number of applications and registrations involved: 1

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

- 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.

CHARLES E. BAXLEY, ESQ.

Name of Person Signing

Charles E. Baxley

Signature

February 23, 2004

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

ATTORNEY DOCKET: 13969 B

TRADEMARK
REEL: 002920 FRAME: 0465

ASSIGNMENT OF SERVICE MARK

ASSIGNOR : **MANNOR CORPORATION**
(Alabama corporation)
1290 Avenue of the Americas
Rockefeller Plaza
New York, New York 10019

ASSIGNEE : **BAYER CLOTHING GROUP, INC.**
(New York corporation)
8912 Clearfield Curwensville Highway
Clearfield, Pennsylvania 16830

WHEREAS, MANNOR CORPORATION, having a principal address at 1290 Avenue of the Americas, Rockefeller Plaza, New York, New York 10019 (hereinafter referred to as "Assignor"), is owner of and uses in its business the Service Mark PAXTON ROW for the following services:

International Class 042: Retail clothing store services.

WHEREAS, BAYER CLOTHING GROUP, INC. (New York corporation), having a principal address of 8912 Clearfield Curwensville Highway, Clearfield, Pennsylvania 16830 (hereinafter referred to as "Assignee"), desires to acquire all of Assignor's right, title and interest in and to said Service Mark along with all goodwill of the business connected with use of and symbolized by said Service Mark, along with all common-law and statutory rights with respect thereto.

NOW THEREFORE, in consideration of payment of the sum of One Dollar (\$1.00) and

for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor has transferred, conveyed and assigned and hereby evidences such transference, conveyance and assignment to the Assignee (as well as Assignee's successors and assigns) all of Assignor's right, title and interest in and to each of the following:

- (1) Said United States Service Mark Registration 1,354,712 PAXTON ROW registered with the United States Patent and Trademark Office, and with corresponding offices worldwide together with all goodwill of the business in connection with which said Service Mark is used.
- (2) All common-law and statutory rights with respect to said Service Mark PAXTON ROW.
- (3) All rights to bring legal action against any third party for and to recover damages in the United States for infringement of said Service Mark PAXTON ROW, including monetary damages for any past infringement.
- (4) All rights to bring legal action and/or suits in equity in the United States against any and all third party(ies) and to seek injunctive and/or other equitable relief and/or to recover damages for unfair competition and/or other tortuous conduct by any third party relating to the business conducted under said Service Mark PAXTON ROW, including but not limited to damages for such past unfair competition and/or other tortuous conduct.
- (5) All trade dress, tradenames, artwork, designs relating to the business conducted under the Service Mark PAXTON ROW as well as all related copyrighted or copyrightable works (if any), advertisements, signage and the like.

IN WITNESS WHEREOF, MANNOR CORPORATION (Alabama corporation), has

caused this instrument to be executed on this 15 day of October, 2003 on its own behalf by a duly authorized signatory.

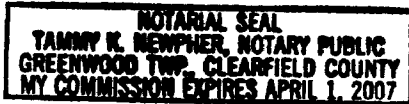
BAYER CLOTHING GROUP, INC., As Successor of
MANNOR CORPORATION
Assignor

By : Philip P. Looby
Name: Philip P. Looby
Title : Chief Operating Officer
Date : October 15, 2003

Address of Assignor: R.D. #4, Box 9188912 Clearfield Curwensville Hwy.
Clearfield, Pennsylvania 16830

Sworn to before me this
15 day of October, 2003

Tammy K. Newpher
Notary Public
My commission expires on



CEB:lcr/13959 B