

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	04/11/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MEDIUM DESIGN GROUP, INC.		04/11/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	MEDIUM DESIGN GROUP LLC
Street Address:	3333 New Hyde Park Road
City:	New Hyde Park
State/Country:	NEW YORK
Postal Code:	11042
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Serial Number:	78640032	MEDIUM
Registration Number:	2907219	MEDIUM
Registration Number:	2940711	MEDIUM

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 813-5900  
 Email: pboisson@frosszelnick.com  
 Correspondent Name: Fross Zelnick Lehrman & Zissu, P.C.  
 Address Line 1: 866 United Nations Plaza  
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	MDGL-0604034
NAME OF SUBMITTER:	Patrick Boisson

CH \$90.00 78640032

Signature:

/patrick boisson/

Date:

05/09/2006

Total Attachments: 10

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**TRADEMARK ASSIGNMENT AGREEMENT**

This Trademark Assignment Agreement (this "Agreement") is entered into as of April 11, 2006 by and between Medium Design Group, Inc., a California corporation ("Assignor") and Medium Design Group LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement of even date herewith (the "Asset Purchase Agreement");

WHEREAS, Assignor is the owner of the trademarks set forth in Schedule I attached hereto (the "Trademarks");

WHEREAS, Assignee is desirous of acquiring the Trademarks; and

WHEREAS, this Agreement is being executed pursuant to the Asset Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

*[Signature Pages Follow.]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

ASSIGNOR:

MEDIUM DESIGN GROUP, INC.

By: 

Name: Scott MILDON

Title: President

ASSIGNEE:

MEDIUM DESIGN GROUP LLC

By: 

Name: Scott MILDON

Title: CEO

Schedule 1

**Trademarks, Trademark Applications, Trademark Registrations:**

See attached.

Schedule 4.7(a)(i)  
 MEDIUM DESIGN GROUP, INC. TRADEMARK APPLICATIONS AND REGISTRATIONS

Country	Medium	Goods	Class	Application Date	Registration No.	Priority Date	Status	Serial No.
Argentina	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	7/5/2005	2601986		Pending	73525
Argentina	MEDIUM	25	Footwear, clothing and headgear	7/5/2005	2601987		Pending	73526
Australia	MEDIUM	18, 25	Bags included in this class, including rucksacks, tote bags, handbags, purses, pocketbooks, satchels, backpacks, pouches and cases; Footwear, clothing and headgear	5/25/2005	1057308		Pending, rejected	73123
Australia	MEDIUM DESIGN GROUP	18, 25	Bags included in this class, including rucksacks, tote bags, handbags, purses, pocketbooks, satchels, backpacks, pouches and cases; Footwear, clothing and headgear	2/28/2008			Pending	74727
Australia	MEDIUM	25	Footwear	2/28/2006			Pending	74728
Brazil	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	8/1/2005	827644574		Pending	73523
Brazil	MEDIUM	25	Footwear, clothing and headgear	8/1/2005	827644540		Pending	73524
Canada	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	5/10/2005	1261748		Pending	73257

Country	Mark	Class	Goods	Application Date	Publication Date	Registration Date	Status	Serial No.
Canada	MEDIUM	25	Footwear, namely casual shoes sold through department stores, boutiques and shoe stores	12/31/2003	12/00674		Registered	68831
China	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	10/25/2005	4962174		Pending	73976
China	MEDIUM	25	Footwear, headgear	10/25/2005	4962173		Pending	73977
Colombia	MEDIUM	25	Footwear, clothing, headgear	7/29/2005	5074892		Pending	73673
Europe	MEDIUM	14, 18, 25	Watches, Bags, Footwear, clothing, headgear	12/4/2003	3180593		Opposition filed by Pons Caros owner of Spanish Trademark Registration No. M1637968 for MEDIUM for clothing, footwear and headgear. Pons Caros asserts prior rights to MEDIUM in Spain and France. Opposition pending. Opposition filed by Dosenbach Ochsner owner of European CTM Registration Nos. 47985 and 2786994 for MEDICUS. Asserts that MEDICUS and MEDIUM are confusingly similar. Opposition pending. Coexistence Agreement entered into with Intermedium Merken B.V., Netherlands under which Medium Design Group agreed to (1) respect Merken's INTERMEDIUM trademark and tolerate new registrations and renewals, (2) use its trademark with a backward "E" (but it may use its corporate and trade name with a normal "e"), (3) not use "INTER" (or a confusingly similar term) in connection with "MEDIUM," (4) change its trade name from "Medium Footwear" to "Medium Design Group," which has been done, and (5) not to duplicate or imitate Merken's graphic design elements. The Agreement is valid in the territory of the European Union.	87520

Country	Mark	Class	Description	Priority Date	Registration Date	Serial Number	Status	Number
Hong Kong	MEDIUM DESIGN GROUP	18, 25	Bags, namely messenger bags, tote bags, hand bags and rucksacks; Footwear, clothing and headgear	10/19/2005		300514188	Pending	73978
Japan	MEDIUM	18	(unknown)	4/3/2006		2006-029617	Pending	
Japan	MEDIUM	25	(unknown)	4/3/2006		2006-029618	Pending	
Japan	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	11/18/2005		2005-108218	Pending	73259
Japan	MEDIUM	25	Footwear	4/10/2003		29101	Registered	67518
Mexico	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	6/30/2005		725988	Registered	73527
Mexico	MEDIUM	25	Footwear, clothing and headgear	6/30/2005		725989	Pending	73528
New Zealand	MEDIUM DESIGN GROUP	18, 25	Leather and imitations of leather, and goods made of those materials and not included in other classes; trunks and travelling bags; bags, including messenger bags, tote bags, hand bags and rucksacks; Footwear, clothing and headgear	2/28/2006		743654	Pending	74728
Panama	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	4/8/2005		141638-01	Registered	73181
Panama	MEDIUM	25	Footwear, clothing and headgear	4/8/2005		141639-01	Registered	73181



Country	Mark	Class	Description	Priority Date	App. No.	Reg. No.	Status	Serial No.
USA	MEDIUM	25	Footwear namely, casual shoes sold through department stores, boutiques, and shoe stores	12/19/2002	78196317	2940711	Registered	67218
USA	MEDIUM	25	Footwear namely, casual shoes sold through department stores, boutiques, and shoe stores	12/19/2002	78196392	2907219	Registered	67236
USA	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	5/31/2005	78640032		Pending	73178
Venezuela	MEDIUM	25	Footwear, clothing, headgear	7/28/2005	16250/05		Pending	73672

Schedule 4.7(a)(iii)  
 MEDIUM DESIGN GROUP, INC. STYLE NAMES

Style
MODERNIST
SURREALIST
CONSTRUCTIVIST
ENTHUSIAST
TRADITIONALIST
STRUCTURALIST
ALCHEMIST
MINIMALIST
EXPRESSIONIST
MAXIMALIST
SEATWALL SHELF
TABLE TOP SIGN
EXISTENTIALIST
NONCONFORMIST
MEDALIST
FISHBONE
OPERATOR
TOURIST
TRANSIT RUCKSACK
TRANSIT MESSENGER
TRANSIT TOTE
TRANSIT ERICSSON
OBJECTIVIST
ENVIRONMENTALIST
NATURALIST
FOURIST
ALCHEMIST LEATHER
MINIMALIST LEATHER
EXPRESSIONIST LEATHER
COUNTERTOP SIGN
PRAGMATIST
CONCEPTUALIST
BUDDHIST
REALIST
ACTIVIST
COLORIST
OPTIMIST
F2004 CATALOG
S2005 CATALOG
DWELL MINIMALIST
ANTAGONIST
ALCHEMIST LUX

MINIMALIST LUX
EXPRESSIONIST LUX
DARWINIST
EDUCIST
SPECIALIST
SPECIALIST BODIN
IDEALIST
CAPITALIST
SOCIALIST
MANAGER
NOVELIST
NATURALIST
TRANSIT SOFT BRIEF
TRANSIT DOPP KIT
DEPLOYMENT MESS
DEPLOYMENT BACKPACK
DEPLOYMENT MESS
DEPLOYMENT MESSENGER
DEPLOYMENT MESS
ANDERS BRIEFCASE
ANDERS BREV
ANDERS TOTE
MODERNIST DISRESSED
ALCHEMIST -W-
ARCHITECT LUX -W-
MINIMALIST -W-
MINIMALIST BK -W-
EXPRESSIONIST -W-
EXPRESSIONIST BK -W-
ABSTRACT EXPRESSIONIST -W-
ANTAGONIST CANVAS
MODERNIST -SUEDE
MODERNIST -SUEDE
BOTANIST
CASUALIST
NATURALIST CLOG
MOTORIST
NEOCLASSICIST
COMMONALIST -W-
HUMANIST SLIDE
HUMANIST HONG
EXHIBITIONIST
FLORIST
Adobe Messenger
Modernist Canvas -SMU

Journalist
Theorist
House Arborist
Reformist
Chemist
Protagonist
Chemist -W
STRUCTURAL MONO RISE
STRUCTURAL MONO RISER
STRUCTURAL DIO RISER
STRUCTURAL SLATWALL DISPLAY
STRUCTURAL INSIGNIA