

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wear Me Apparel LLC		12/01/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	KVZ International Limited
Street Address:	P.O. Box 957
Internal Address:	Offshore Incorporations Centre
City:	Roadtown, Tortola
State/Country:	BRITISH VIRGIN ISLANDS
Entity Type:	LIMITED LIABILITY COMPANY: BRITISH VIRGIN ISLANDS

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	77058311	ARTFUL BROS. CO.
Registration Number:	2815214	BABY HEADQUARTERS
Registration Number:	2632129	BABY Q
Serial Number:	77720976	FABRIC-IN-ACTION
Registration Number:	2893828	JUNIOR HEADQUARTERS
Registration Number:	2724163	KID CODE
Serial Number:	77756539	KID CODE
Registration Number:	2079312	KIDS HEADQUARTERS
Registration Number:	2841980	KIDS SUPERCENTER
Registration Number:	2011509	KHQ
Registration Number:	3092100	LITTLE BY LITTLE
Registration Number:	3244489	LITTLE BY LITTLE
Registration Number:	3092099	LITTLE BY LITTLE
Registration Number:	2157545	

CH \$415.00 77058311

Registration Number:	2985880	TACKLE ME
Registration Number:	3112359	TICKLE ME!

**CORRESPONDENCE DATA**

Fax Number: (212)632-5555  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2126325500  
Email: ccantarella@salans.com  
Correspondent Name: Claudia Cantarella  
Address Line 1: c/o Salans, Rockefeller Center  
Address Line 2: 620 Fifth Avenue  
Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER: 0208586.0088

**DOMESTIC REPRESENTATIVE**

Name: Claudia Cantarella  
Address Line 1: c/o Salans, Rockefeller Center  
Address Line 2: 620 Fifth Avenue  
Address Line 4: New York, NEW YORK 10020

NAME OF SUBMITTER: Claudia Cantarella

Signature: /claudia cantarella/

Date: 12/28/2009

Total Attachments: 10  
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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is entered into and made effective as of December 1, 2009, between WEAR ME APPAREL LLC, a Delaware limited liability company ("Assignor"), and KVZ INTERNATIONAL LIMITED, a British Virgin Islands company ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks, service marks, logos, designs, names and trade names listed on the attached Schedule A (the "Trademarks"), all applications and registrations pertaining thereto, all common law rights associated therewith, together with all goodwill arising from use of and symbolized by said Trademarks;

WHEREAS, LF USA INC., a Delaware corporation ("LF USA"), Assignor, WEAR ME HOLDINGS CORP., a Delaware corporation ("WMHC"), WEAR ME INVESTORS LLC, a Delaware limited liability company ("WMI"), ARTHUR RABIN, an individual ("AR") and JASON RABIN, an individual ("JR") have entered into an Asset Purchase Agreement executed October 19, 2009 (the "Purchase Agreement"), pursuant to which LF USA agrees to purchase certain assets from Assignor, including the Trademarks;

WHEREAS, LF USA and Assignee have entered into an Assignment and Assumption Agreement, dated as of the date hereof (the "Assignment and Assumption Agreement") pursuant to which LF USA assigned and transferred all of its right to acquire the Intellectual Property (as defined in the Purchase Agreement) and obligation to assume certain liabilities relating to the Intellectual Property under the Purchase Agreement, and Assignee accepted such assignment and assumed such obligations under the Purchase Agreement; and

WHEREAS, Assignee desires to acquire from Assignor, and Assignor desires to transfer, assign and convey to Assignee, all of Assignor's right, title and interest in and to the Trademarks, on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Effective as of the date written above, Assignor did and hereby does assign, convey and transfer to Assignee, its successors and permitted assigns, all of Assignor's right, title and interest, in and to the Trademarks, including all trademark applications and registrations therefor, any common law rights to such Trademarks, all goodwill of the business symbolized by the Trademarks, the portion of the business of Assignor to which any intent-to-use applications set forth on Schedule A pertains, as well as all claims and causes of action against third parties for any and all past infringements of the rights being assigned, and the right to collect and retain any proceeds therefrom; the aforesaid transferred rights, title and interests to be held and enjoyed by Assignee, its successors, and permitted assigns as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

2. Further Assurances. Assignor hereby agrees to execute, or cause to be executed, upon the reasonable request of Assignee, at Assignee's expense, such additional instruments, documents, declarations, consents and papers as are necessary to continue, secure, defend and register the Trademarks, and to otherwise give full effect to and to perfect the rights of Assignee under this Assignment, including, without limitation, all documents necessary to register in the name of Assignee the assignment of the Trademarks with the US Patent & Trademark Office, and with respect to any equivalent foreign rights, with any other appropriate trademark office or registrar.

3. Governing Law. This Assignment shall be governed by, and construed in accordance with, the laws of the State of New York and the applicable federal laws of the United States of America pursuant to Title 15 of the United States Code.

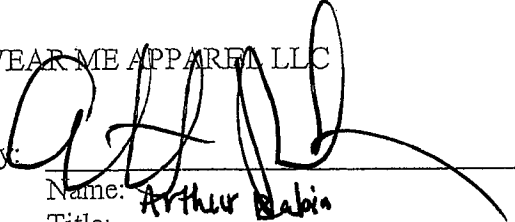
4. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.


5. Binding Effect; Assignment. This Assignment and the respective rights, covenants, conditions and obligations of the parties hereunder and any instrument or agreement executed pursuant hereto shall be binding upon and enforceable by, and shall inure solely to the benefit of the parties hereunder and their respective heirs, successors and permitted assigns.

6. Section Titles. The titles of the sections of this Assignment are for convenience only and will not in any way affect the interpretation of any section or of the Assignment itself.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment to be duly executed in their respective names by their duly authorized representatives as of the date first set forth above.

WEAR ME APPAREL LLC  
By:   
Name: Arthur Babia  
Title: CEO

Sworn to before me this \_\_\_\_ day  
of November, 2009  
  
\_\_\_\_\_  
Notary Public

CAROL ARCHER  
Notary Public, State of New York  
No. 02AR6153956  
Qualified in New York County  
Commission Expires Oct. 2, 2010

KVZ INTERNATIONAL LIMITED  
By: \_\_\_\_\_  
Name:  
Title:

Sworn to before me this \_\_\_\_ day  
of November, 2009  
\_\_\_\_\_  
Notary Public

*[Signature Page to Trademark Assignment]*

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment to be duly executed in their respective names by their duly authorized representatives as of the date first set forth above.

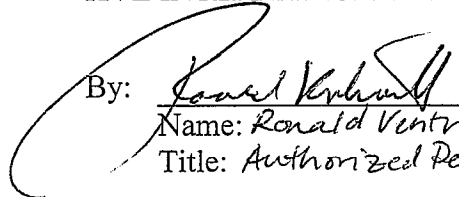
WEAR ME APPAREL LLC

By: \_\_\_\_\_  
Name:  
Title:

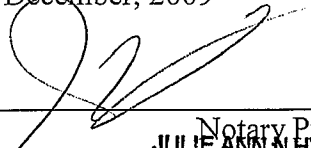
Sworn to before me this \_\_\_\_ day  
of December, 2009

\_\_\_\_\_  
Notary Public

KVZ INTERNATIONAL LIMITED

By:  \_\_\_\_\_  
Name: *Ronald Ventricelli*  
Title: *Authorized Person*

Sworn to before me this 1<sup>st</sup> day  
of December, 2009

  
\_\_\_\_\_  
Notary Public  
JULIE ANN N HYDE  
Notary Public, State of New York  
No. 01HY6142976  
Qualified in New York County  
My Commission Expires 3/27/2010

*[Signature Page to Trademark Assignment]*



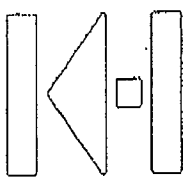
**SCHEDULE A**

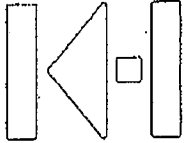
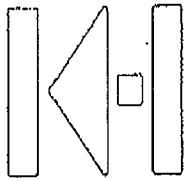
**TRADEMARKS**

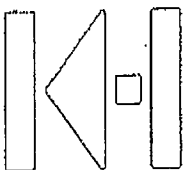
MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
ARTFUL BROS. CO.	USA	77/058,311	2006-12-06	25	Clothing, namely, pants, overalls, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, sweaters, and denim jeans	Pending
BABY HEADQUARTERS	USA	2815214	2004-02-17	25	Clothing, wearing apparel, and accessories, namely, shirts, pants, shorts, jackets, jumpers, tights, dresses, socks, baby booties, coveralls, sweaters, head wear, vests, short sets, creepers, jump suits, rompers, wind suits, and coordinated two and three piece play suits	Registered
BABY Q	USA	2632129	2002-10-08	25	Clothing, wearing apparel, and accessories, namely, shirts, pants, shorts, jackets, jumpers, tights, dresses, socks, baby booties, coveralls, sweaters, tights, headwear, vest, short sets, creeper sets, jumpsuits, rompers, windsuits, jacket sets and coordinated two and three piece playsuits	Registered
FABRIC-IN-ACTION	USA	77/720,976	2009-04-23	25	Men's, women's and children's clothing, including but not limited to casual and athletic clothing, shirts, t-shirts, short sleeve shirts, long sleeve shirts, sweat shirts, sweat pants, pants, shorts, undergarments, sportswear, tank tops, socks, track suits	Pending
JUNIOR HEADQUARTERS	USA	2893828	2004-10-12	18 25	Handbags  Clothing and accessories, namely, shirts, knitted and woven tops, pants, shorts, dresses, shoes, ties, hats, scarves, gloves, belts, overalls, jeans, sweaters, jackets, vests, sweatshirts, sweatpants, suspenders, underwear, sleepwear; workout gear, namely sweat suits, sweatpants, sweatshirts, gym shorts, sneakers, leg warmers, tights, track suits, wrist bands; outer wear, namely ski pants, coats, ear flaps, jackets, ski masks, vests, and rainwear	Registered

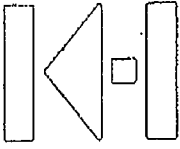
MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
KID CODE	USA	2724163	2003-06-10	25	Clothing and accessories, namely, bottoms, pants, pantsuits, sweatpants, shorts, short sets, skirts, tops, dresses, shirts, t-shirts, sweat shirts, sweat suits, blouses, sweaters, jackets, jumpers, tights, socks, baby booties, coveralls, vests, creeper sets, jumpsuits, rompers, windsuits, jacket sets and coordinated two and three piece playsuits, coats, hats, caps, beachwear, rainwear, gloves, bandanas, headwear, underclothes, footwear, infantwear, belts, sleepwear	Registered
KID CODE	USA	77756,539	2009-06-10	25	Clothing and accessories, namely, bottoms, pants, pantsuits, sweatpants, shorts, short sets, skirts, tops, dresses, shirts, t-shirts, sweat shirts, sweat suits, blouses, sweaters, jackets, jumpers, tights, socks, baby booties, coveralls, vests, creeper sets, jumpsuits, rompers, windsuits, jacket sets and coordinated two and three piece playsuits, coats, hats, caps, beachwear, rainwear, gloves, bandanas, headwear, underclothes, footwear, infantwear, belts, sleepwear	Pending
KIDS HEADQUARTERS	USA	2079312	1997-07-15	25	Children's clothing, namely, tops, cardigans, vests, pants, short sets, jumpsuits, coveralls, creeper sets, dresses, rompers, wind suits, jacket sets and coordinated two and three piece playsuits	Registered
KIDS SUPERCENTER	USA	2841980	2004-05-11	35	Retail store services in the field of clothing and accessories	Registered
KHQ	USA	2011509	1996-10-29	25	Clothing, namely tops, cardigans, vests, pants, short sets, namely coordinated tops and bottoms and coordinated two and three piece playsuits	Registered



MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
LITTLE BY LITTLE (design) 	USA	3092100	2006-05-16	25	Jeans, tops, pants, t-shirts, matching shorts and tops, shorts, jogging suits, sweaters, sweat shirts, jackets, coats, vests, rompers, and underwear.	Registered
LITTLE BY LITTLE (design) 	USA	3244489	2007-05-22	25	Jeans, tops, pants, t-shirts, matching shorts and tops, shorts, jogging suits, sweaters, sweat shirts, jackets, coats, vests, rompers, dresses and underwear	Registered
LITTLE BY LITTLE	USA	3092099	2006-05-16	25	Jeans, tops, pants, t-shirts, matching shorts and tops, shorts, jogging suits, sweaters, sweat shirts, jackets, coats, vests, rompers, dresses and underwear	Registered
MISC. DESIGN (KHQ) 	USA	2157545	1998-05-12	25	Children's clothing, namely, tops, cardigans, vests, pants, short sets, jumpsuits, coveralls, creeper sets, dresses, rompers, wind suits, jacket sets and coordinated two and three piece playsuits, bathing suits, creepers.	Registered
TACKLE ME	USA	2985880	2005-08-16	25	Clothing, namely, beachwear, caps, coats, dresses, hats, headbands, jeans, jerseys, jumpsuits, leg warmers, night shirts, overalls, pants, polo shirts, shirts, shorts, skirts, slacks, sweaters, sweatpants, sweatshirts, sweatsuits, swimwear, t-shirts, tops, vests and warm-up suits.	Registered
TICKLE ME!	USA	3112359	2006-07-04	25	Clothing, namely, beachwear, caps, coats, dresses, hats, headbands, jeans, jerseys, jumpsuits, leg warmers, night shirts, overalls, pants, polo shirts, shirts, shorts, skirts, slacks, sweaters, sweatpants, sweatshirts, sweatsuits, swimwear, t-shirts, tops, vests and warm-up suits	Registered

MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
KHQ	CANADA	TMA497040	1998-07-03	N/A	Children's clothing, namely tops, cardigans, vests, pants, short sets, jumpsuits, coveralls, creeper sets, dresses, rompers, windsuits, jacket sets, coordinated two and three-piece playsuits, bathing suits	Registered
KIDS HEADQUARTERS	CANADA	TMA523302	2000-02-17	N/A	Children's clothing namely tops, pants and coordinate two piece playsuits.	Registered
Misc. Design (KHQ) 	CANADA	TMA523303	2000-02-17	N/A	Children's clothing namely tops, pants and coordinate two piece playsuits	Registered
KHQ	CHINA	6276379	2007-09-14	25	Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Pending
KIDS HEADQUARTERS	CHINA	6276381	2007-09-14	25	Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Pending
Misc. Design (KHQ) 	CHINA	6276380	2007-09-14	25	Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers.	Pending

MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
KHQ	INDIA	1640190			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Pending
KIDS HEADQUARTERS	INDIA	1640191			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Pending
Misc. Design (KHQ) 	INDIA	1640189			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Pending
KHQ	HONG KONG	300952164			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers.	Registered

MARK	COUNTRY	REG/APP NO.	REG/FILE DATE	CLASS	GOODS/SERVICES	STATUS
KIDS HEADQUARTERS	HONG KONG	300952218			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Registered
Misc. Design (KHQ) 	HONG KONG	300952155			Clothing, namely, cardigans, pants, jumpsuits, coveralls, overalls, creeper sets, dresses, rompers, wind suits, jacket sets, creepers, shorts, shirts, tees, tanks, tops, sweaters, jackets, vests, sweatshirts, sweatpants, sleepwear, swimwear, hats, caps, short sets, namely coordinated tops and bottoms, denim jeans, coordinated two and three piece playsuits; outerwear and shoes and sneakers	Registered