

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
Happy Children LLC		04/15/2011	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Lollytogs, Ltd.
Doing Business As:	DBA LT Apparel
Street Address:	100 West 33rd Street
Internal Address:	Suite 1012
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2598012	SPROCKETS
Registration Number:	2611384	SPROCKETS
Registration Number:	2957614	SPROCKETS
Registration Number:	3327255	SPROCKETS
Registration Number:	3332000	SPROCKETS
Registration Number:	3420260	SPROCKETS
Registration Number:	3073630	SPROCKETS BABY

CORRESPONDENCE DATA

Fax Number: (212)967-0501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-967-0500
 Email: jeffrey@dweckny.com

900193069

**TRADEMARK
 REEL: 004550 FRAME: 0488**

OP \$190.00 2598012

Correspondent Name: Jeffrey Dweck
Address Line 1: 43 West 33rd Street
Address Line 2: Suite 304
Address Line 4: New York, NEW YORK 10001

NAME OF SUBMITTER:	Jeffrey Dweck
Signature:	/jeffrey dweck/
Date:	05/27/2011
Total Attachments: 2 source=Tm assignment img-527154502-0001#page1.tif source=Tm assignment img-527154502-0001#page2.tif	

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT ("Agreement") is effective as of the 15 day of April, 2011, by and between Happy Children, LLC, a limited liability company organized under the laws of the State of California, having a place of business at 3223 "B" Castro Valley Blvd., Castro Valley, California 94546, United States (hereinafter called "Assignor"), and Lollytogs, Ltd., a corporation organized under the laws of the State of New York, having a place of business at 100 West 33rd Street, New York, New York 10001, United States (hereinafter called "Assignee");

WHEREAS, Assignor, is the owner of the trademark registrations appearing on the attached Schedule A (hereinafter called "the Marks");

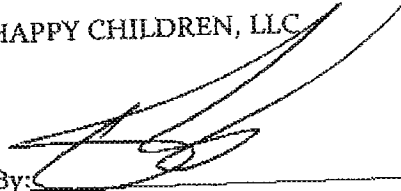
WHEREAS, Assignor desires to assign the Marks to Assignee; and

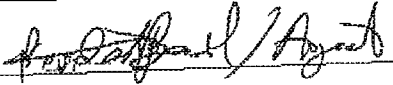
WHEREAS, Assignee desires to acquire the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee, all of its rights, title and interest, in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all applications thereof.

EXECUTED this 15 day of April, 2011.

HAPPY CHILDREN, LLC

By: 

Its: 

55698165.1

Schedule A

MARK	U.S. REGISTRATION NUMBER
SPROCKETS	2598012
SPROCKETS	2611384
SPROCKETS	2957614
SPROCKETS	3327255
SPROCKETS	3332000
SPROCKETS	3420260
SPROCKETS BABY	3073630