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08-05-1999



To the Honorable Commissioner (

hed original documents or copy thereof.

101109394

1. Name of conveying party(ies):

Small Treasures, Inc.

- Individual(s)
- General Partnership
- Corporation-Pennsylvania
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: July 30, 1999

Wong Sun Hing Ltd.
3023 W. Coulter Street
Philadelphia, Pennsylvania 19129

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Pennsylvania
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s): 75/378,280

B. Trademark Reg. No.(s): 1,960,559; 2,176,456

Additional numbers attached Yes No

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

Stephen J. Meyers, Esq.
Seidel, Gonda, Laveragna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 9535-G

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41)

\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS

Name of Person Signing

Signature

2 August 1999

Date

Total number of pages including cover sheet, attachments and document: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/04/1999 DNGUYEN 00000360 191135 1960559 Commissioner of Patents and Trademarks

Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 CH
02 FC:482 50.00 CH

SCHEDULE OF TRADEMARKS

Small Treasures, Inc.

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Rosey Kids	2,176,456	July 28, 1998
Youngsport	1,960,559	March 5, 1996
<u>Application</u>	<u>Application Serial Number</u>	<u>Filing Date</u>
Sophie Rose	75/378,280	October 23, 1997

NUNC PRO TUNC ASSIGNMENT AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that SMALL TREASURES, INC., a Pennsylvania corporation whose registered mailing address is 431 E. Tioga Street, Philadelphia, PA 19134 (the "Transferor"), for good and valuable consideration paid by WONG SUN HING LTD., a Pennsylvania corporation whose registered mailing address is 3023 W. Coulter Street, Philadelphia, PA 19129 (the "Transferee"), the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, did hereby grant, bargain, sell, convey, set over, transfer, assign and deliver to Transferee, its successors and assigns, in connection with Transferee's foreclosure on Transferor's assets pursuant to, inter alia, that certain Consent and Repossession of Collateral Agreement between, among others, Transferor and Transferee dated June 15, 1999, the following (collectively, the "Personal Property"), nunc pro tunc to July 6, 1999:

All of Transferor's right, title and interest in and to all of Transferor's accounts, contract rights, inventory, equipment, machinery, general intangibles, documents, choses in action, copyrights, goodwill, trademarks, service marks, trade names and brands (whether registered or unregistered) of every nature and description including, but not limited to, those trademarks identified on the schedule affixed hereto and made a part hereof together with all of the goodwill symbolized by the trademarks, service marks, trade names and brands, and any and all choses of action, claims for damages, profits and costs, both in law and equity, in connection with or related to said trademarks, service marks, trade names and brands, and all proceeds and products of the foregoing Personal Property.

TO HAVE AND TO HOLD the same unto Transferee, its successors and assigns, forever.

Transferor shall execute, as reasonably requested by Transferee, all applications, assignments and other papers which Transferee may deem necessary or desirable for securing to Transferee all of the rights hereby acknowledged to have been sold, transferred and assigned.

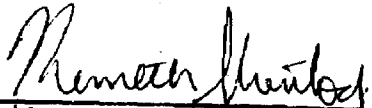
Transferee hereby acknowledges and agrees that it accepts the Personal Property in its "AS IS" condition with all faults, if any, and without warranty, express or implied, except as expressly set forth herein.

This instrument may be executed in two or more separate counterparts by the parties hereto. Each such counterpart when executed shall be deemed an original, and all such counterparts taken together shall constitute one instrument.

WITNESS THE EXECUTION HEREOF this 30th day of July, 1999.

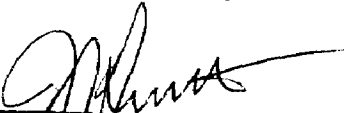
TRANSFEROR:

SMALL TREASURES, INC.

By: 
Name: Kenneth Sheintach
Title: President

TRANSFeree:

WONG SUN HING, LTD.

By: 
Name: Jeffrey T. Barnett
Title: VP/Controller