

Form PTO-1594
(Rev. 03/01)
OMB No. 0851-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
ATTY. DOCKET: BS-TM-1

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
41 DEGREES NORTH, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company
- 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: September 26, 2002

2. Name and address of receiving party(ies)

Name: BABY SUPERSTAR, L.L.C.

Internal Address: _____
Address: _____

Street Address: 23 Old Chimney Road

City: Upper Saddle River State: NJ Zip: 07458

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Company

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) 78/095,874

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Joshua S. Broitman

Internal Address: _____

Street Address: OSTRAGER CHONG & FLAHERTY LLP
825 Third Avenue, 30th Floor

City: New York State: NY Zip: 10022-7519

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:

15-0699

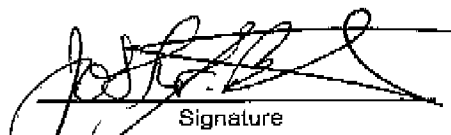
TITLE: _____

DO NOT USE THIS SPACE

9. Signature.

Joshua S. Broitman

Name of Person Signing


Signature

September 27, 2002

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

BS-TM-1

ASSIGNMENT OF TRADEMARK

WHEREAS, **41 DEGREES NORTH, LLC**, a Delaware corporation having a principal place of business at 23 Old Chimney Road, Upper Saddle River, New Jersey 07458, is the owner of all right, title and interest in the trademark **BABY SUPERSTAR** as applied to "audiovisual and audioprogramming designed to entertain and stimulate the learning capabilities of infants and young children, namely pre-recorded video tapes and audio CDs, all featuring music, natural sounds, spoken words, photographic images and graphic images" and U.S. Trademark Application No. 78/095,874 for said mark.

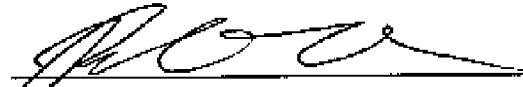
WHEREAS, **BABY SUPERSTAR, L.L.C.**, a limited liability company incorporated under the laws of Delaware, having a business office at 23 Old Chimney Road, Upper Saddle River, New Jersey 07458 is desirous of acquiring all right, title and interest in and to said trademark and U.S. trademark application therefor.

NOW, therefore, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, **41 DEGREES NORTH, LLC**, does hereby permanently and irrevocably assign to **BABY SUPERSTAR, L.L.C.** its entire right, title and interest in and to said trademarks, including without limitation, all common law rights therein, all designs and logos related thereto, all stylized versions thereof, and the aforesaid U.S. Trademark Applications for said marks, together with the right to recover for the past infringement thereof, and the goodwill and portion of the business pertaining to and symbolized by said trademarks.

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41 DEGREES NORTH, LLC

Dated: 9/26/02, 2002


Paul Berger
President

STATE OF NEW ^{York} JERSEY)
COUNTY OF New York) ss.:

Before me a Notary Public for said County, personally appeared Paul Berger, to me known and known to me to be the person who, as President of 41 Degrees North, LLC, the corporation that executed the foregoing instrument, signed the same, and acknowledged to me that she was duly authorized to execute such instrument on behalf of such corporation.

Witness my hand and seal this 26th day of September, 2002

JOSHUA S. BROITMAN
Notary Public, State of New York
No. 02BR5027388
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires May 9, 2006


Notary Public

My Commission Expires:

[Notarial Seal]