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U.S. Department of Commerce
Patent and Trademark Office

HEET

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

1. Name of conveying party(ies):

M. KAMENSTEIN, INC.

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other

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

2. Name and Address of receiving party(ies)

Name: MK ACQUISITION CORPORATION

Address: ONE MERRICK AVENUE
WESTBURY, NEW YORK 11590

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

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

3. Nature of conveyance:

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

Execution Date: September 28, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No. (2388262 (CIRCA))

See Attached Schedule "A" for additional marks

Additional numbers attached? Yes No

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

Mary L. Kevlin, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41)..... \$ 315.00

- Enclosed
- Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Mary L. Kevlin

Mary L. Kevlin
Signature

5/1/01
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

MLK/NMP/12858/01/468338.1

TRADEMARK
REEL: 002293 FRAME: 0184

SCHEDULE "A"**TRADEMARKS**

<u>Registration No.</u>	<u>Mark</u>	<u>Reg. Date</u>
2273087	WORLD OF MOTION	8/24/99
2273031	PARTY HANDS	8/24/99
2041874	TASTE TINGS (STYLIZED)	3/4/97
1848211	TEACATTLE	8/2/94
1663396	MISCELLANEOUS DESIGN (DESK ORGANIZER)	11/5/91
1644381	KAMENSTEIN	5/14/91
1639374	NOVELTEAS	3/26/91
1551016	KAMENSTEIN	8/8/89
1597472	MISCELLANEOUS DESIGN (GADGET ORGANIZER)	5/22/90
1336735	FLIP-IT	5/21/85
1475530	GOODSPICE	2/2/88

ASSIGNMENT OF TRADEMARKS

Marks: See Attachment A.

This Assignment, effective as of September 28, 2000, by and between **M. KAMENSTEIN, INC.**, a Delaware corporation with offices located at 565 Taxter Road, Elmsford, New York 10523 ("Assignor"), which has adopted, used and is using the marks listed on Attachment A (the "Marks") registered or for which applications to register have been filed, in the United States Patent and Trademark Office; and **MK ACQUISITION CORPORATION**, a Delaware corporation with offices located at One Merrick Avenue, Westbury, New York 11590 ("Assignee") which is desirous of acquiring said marks and the registrations thereof:

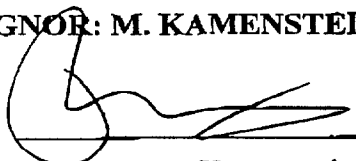
WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated the 28th day of September 2000 pursuant to which Assignor has agreed to sell, convey, assign, transfer and deliver to Assignee all of its rights, title and interest in the Marks, all goodwill associated with the Marks and the portion of Assignor's business related to the Marks .

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all rights, title and interest in and to the Marks, all applications and registrations therefor, the right to prosecute all such applications and maintain such registrations, the portion of Assignor's business related to the Marks and the good will of the business symbolized by the Marks, all causes of action for past infringement hereof and the right to retain all revenues received from other past acts of infringement of the Intellectual Property Rights.

The Director of the U. S. Patent and Trademark Office is requested to record this Assignment.

ASSIGNOR: M. KAMENSTEIN, INC.

By:



Name: Peter Kamenstein
Title: President

Date: September 28, 2000

Attachment A

U.S. Trademarks:

<u>Reg. No.</u>	<u>Mark</u>	<u>Reg. Date</u>
1,336,735	FLIP-IT	05/21/85
1,475,530	GOODSPICE	02/02/88
1,551,016	KAMENSTEIN	08/08/89
1,597,472	Miscellaneous Design (gadget organizer)	05/22/90
1,639,374	NOVELTEAS	03/26/91
1,644,381	KAMENSTEIN	05/14/91
1,663,396	Miscellaneous Design (gadget organizer)	11/05/91
1,787,518	ELEPHANTEA	08/10/93
1,848,211	TEACATTLE	08/02/94
1,871,935	GARDEN VARIETEAS	01/03/95
2,041,874	TASTE TINGS	03/04/97
2,273,031	PARTY HANDS	08/24/99
2,273,087	WORLD OF MOTION	08/24/99
<u>Serial No.</u>	<u>Mark</u>	<u>Filing Date</u>
75/445,378	CIRCA	03/05/98
75/903,044	FLATRACK	01/26/00
75/911,173	SNAP TO IT AND SNAP IT!	02/04/00
75/922,321	SNAP IT & DESIGN	02/18/00