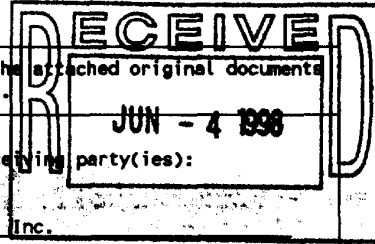


06-16-1998



To the Honorable Commission. 100738780 and the attached original documents or copy thereof.

1. Name of conveying party(ies):
 The William A. Berdan and Edward C. Goetz, III partnership

2. Name and address of receiving party(ies):
 Name: Planet Luv-Tron, Inc.
 Internal Address: _____
 Street Address: 1300 S.W. Fifth Avenue, Suite 3500
 City Portland State Oregon ZIP 97201

[] Individual(s) [] Association
 [x] General Partnership [] Limited
 [] Corporation-State Partnership
 [] Other _____
 Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:
 [x] Assignment [] Merger
 [] Security Agreement [] Change of Name
 [] Other _____
 Execution Date: May 28, 1998

[] Individual(s) citizenship _____
 [] Association _____
 [] General Partnership _____
 [] Limited Partnership _____
 [x] Corporation-State Nevada _____
 [] Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 [] Yes [x] No

(Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached?
 [] Yes [x] No

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

A. Trademark Application No.(s)
 75/123,951
 Additional numbers attached? [] Yes [x] No

B. Trademark registration No.(s)
 2,075,989
 Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jacob E. Vilhauer, Jr.
 Internal Address: Chernoff, Vilhauer McClung & Stenzel
 Street Address: 600 Benj. Frank. Plz
 One S.W. Columbia
 City Portland State OR Zip 97258

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41 and 2.6(q))--\$65.00
 [x] Enclosed
 [x] Authorized to be charged to deposit account

8. Deposit Account No. 03-1550

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.

Jacob E. Vilhauer, Jr. June 1, 1998
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: []

Do not detach this portion

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

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK REEL: 1740 FRAME: 0663

40-00 BP 25-00 BP 06/16/1998 11:01:11 00000076 2073289 01 FC:401 02 FC:402

TRADEMARK ASSIGNMENT

WHEREAS, THE WILLIAM A. BERDAN AND EDWARD C. GOETZ, III partnership, an Oregon, U.S.A. partnership (hereafter referred to as "Assignor"), is the owner of record of the following trademarks, registrations and applications for registration of said trademarks:

1. U.S. trademark registration application No. 75/123,951, filed June 24, 1996, for the trademark LONDON UNDERGROUND;
2. U.S. trademark registration No. 2,075,989, issued July 1, 1997, for the trademark LU & Design;
3. Argentina trademark registration application No. 2,080,343, filed May 2, 1997, for the trademark LONDON UNDERGROUND;
4. Australian trademark registration No. 716538, issued July 25, 1997, for the trademark LONDON UNDERGROUND;
5. Benelux trademark registration application No. 879745, filed October 3, 1996, for the trademark LONDON UNDERGROUND;
6. Brazil trademark registration application No. 819926914, filed May 27, 1997, for the trademark LONDON UNDERGROUND;
7. Canadian trademark registration application No. 828,071, filed November 6, 1996, for the trademark LONDON UNDERGROUND;
8. China trademark registration application No. 960125413, filed November 13, 1996, for the trademark LONDON UNDERGROUND;
9. France trademark registration No. 96645525, issued October 11, 1996, for the trademark LONDON UNDERGROUND;
10. Germany trademark registration application No. 396 42 504.6, filed September 30, 1996, for the trademark LONDON UNDERGROUND;
11. Hong Kong trademark registration application No. 96 12500, filed October 3, 1996, for the trademark LONDON UNDERGROUND;
12. Indonesia trademark registration application No. D96 24346, filed November 5, 1996, for the trademark LONDON UNDERGROUND;

13. Italy trademark registration No. MI96C008572, issued October 3, 1996, for the trademark LONDON UNDERGROUND;

14. Japan trademark registration application No. 134184/96, filed November 29, 1996, for the trademark LONDON UNDERGROUND;

15. Korea trademark registration application No. 96-51083, filed November 16, 1996, for the trademark LONDON UNDERGROUND;

16. Mexico trademark registration application No. 282,372, filed December 16, 1996, for the trademark LONDON UNDERGROUND;

17. New Zealand trademark registration application No. 267667, filed September 30, 1996, for the trademark LONDON UNDERGROUND;

18. Philippines trademark registration application No. 114506, filed October 28, 1996, for the trademark LONDON UNDERGROUND;

19. Taiwan trademark registration application No. 85-57862, filed November 15, 1996, for the trademark LONDON UNDERGROUND;

20. Thailand trademark registration application No. 321457, filed November 7, 1996, for the trademark LONDON UNDERGROUND;

21. United Kingdom trademark registration application No. 2136591, filed June 21, 1997, for the trademark LU & Design.

WHEREAS PLANET LUV-TRON, INC., a Nevada corporation (hereafter referred to as "Assignee"), is desirous of acquiring all of the right, title and interest in and to said trademarks together with the goodwill of the business with which said trademarks are used and which is symbolized by such trademarks, and any and all registrations and applications for registration of said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor has sold, assigned, transferred and set over and does hereby sell, assign, transfer and set over to said Assignee, the entire worldwide right, title and interest in and to said trademarks, all registrations and applications for registration of said trademark, including those listed above, the right to recover for past infringement of said trademarks and the goodwill of the business in connection with which said trademarks are used and which is symbolized by said trademarks, together with the entire

business of said Assignor to which said trademarks pertain, which business is ongoing and existing, and further including the right to apply for further registration of said trademarks in said Assignee's own name and to claim any priority rights for such foreign applications to which said applications are entitled under international conventions, treaties or otherwise, for said Assignee's own use and enjoyment, and for the use and enjoyment of said Assignee's successors, assigns and other legal representatives.

Executed this 28th day of May 1998.

THE WILLIAM A. BERDAN AND
EDWARD C. GOETZ, III PARTNERSHIP

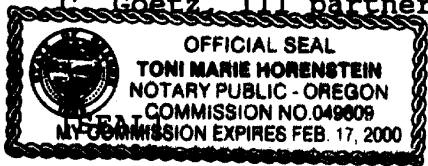
By William A. Berdan
William A. Berdan
Partner

By Edward C. Goetz, III
Edward C. Goetz, III
Partner

NOTARY PUBLIC

STATE OF OREGON)
) ss.
County of Multnomah)

This instrument was acknowledged before me on
May 28, 1998 by William A. Berdan and Edward
C. Goetz, III as partners of The William A. Berdan And Edward
C. Goetz, III partnership.



Toni Marie Horenstein
Notary Public for Oregon

My Commission Expires: 2/17/2000

The foregoing Assignment is hereby acknowledged and
accepted.

PLANET LUV-TRON, INC.

By Thomas M. Landye
Thomas M. Landye, President