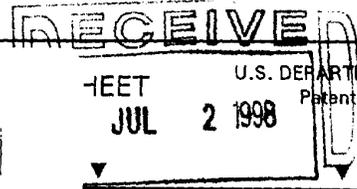


MKB 7-2-98



FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

07-08-1998

HEET JUL 2 1998

Tab Settings => => => ▾



To the Honorable Commissioner of Pat.

100755843

Attached original documents or copy thereof.

1. Name of conveying party(ies):
 Cheerful International Corporation

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State - California
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Avance International LLC
 Internal Address: _____
 Street Address: 875 Fairway Drive
 City: Walnut State: CA ZIP: 91789

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 27, 1998

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) See Attachment A

Additional numbers attached? Yes No

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

Name: Scott S. Packman, Esq.
 Internal Address: _____

 Street Address: O'Melveny & Myers LLP
1999 Avenue of the Stars, 7th Floor
 City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41)..... \$ 240.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

07/07/1998 SOUTH 0000052 1747116

01 FC:401 40.00 DP
02 FC:402 200.00 DP

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.

Scott S. Packman [Signature] June 30, 1998
 Name of Person Signing Signature Date

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

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

ATTACHMENT A

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BOCOO	1,703,416	07/28/92
CABAZON	2,001,580	09/17/96
INDICATIONS	1,567,141	11/21/89
INDICATIONS	1,758,464	03/16/93
JASON & WOOLEY	1,796,427	10/05/93
L (Word and design)	1,945,555	01/02/96
L (Word and design)	1,955,956	02/13/96
LAVON (Stylized)	1,654,364	08/20/91
PACIFIC COVE	1,853,135	09/06/94

ASSIGNMENT OF REGISTRATIONS

WHEREAS, Cheerful International Corporation, a California corporation ("Cheerful"), located at P.O. Box 549, La Verne, California 91750-0549, has adopted, used and is using the marks (the "Marks") which are registered in the United States Patent and Trademark Office under the Registration Numbers and dates of registration listed on Schedule A hereto; and

WHEREAS, Avance International, LLC, a Delaware limited liability company ("Avance"), located at 875 Fairway Drive, Walnut, California 91789, is desirous of acquiring the Marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and pursuant to the terms and conditions of that certain Bill of Sale dated as of July 1, 1997, between Cheerful and Avance, Cheerful does hereby assign unto Avance all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the above identified registrations thereof.

CHEERFUL INTERNATIONAL CORPORATION

By: *Ronald Leary*
Title: *Vice President*

STATE OF CALIFORNIA)
COUNTY OF *Los Angeles*)

On *MARCH 27*, 19*98*, before me, *MIKE MCGAVRAN*, a Notary Public in and for said State, personally appeared *SANDY LIANG*, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Mike McAvran* (Seal)



**SCHEDULE A
TO ASSIGNMENT OF REGISTRATIONS**

REGISTERED TRADEMARKS

All trademarks which are registered in the United States Patent and Trademark Office and in which Cheerful International Corporation has rights, including, without limitation, the following:

<u>Registered Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
BOCOO	1,703,416	07/28/92
CABAZON	2,001,580	09/17/96
INDICATIONS	1,567,141	11/21/89
INDICATIONS	1,758,464	03/16/93
JASON & WOOLEY	1,796,427	10/05/93
L (word and design)	1,945,555	01/02/96
L (word and design)	1,955,956	02/13/96
LAVON (stylized)	1,654,364	08/20/91
PACIFIC COVE	1,853,135	09/06/94

TRADEMARK

RECORDED: 07/02/1998

REEL: 1748 FRAME: 0605