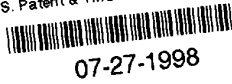


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To the Com... of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
7-27-98
 Sam Schwartz
 dba Masada Marketing
 7404 Fulton Avenue
 North Hollywood, CA 91605

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of
 Other:

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

2. Name and address of receiving party(ies):
 Masada Marketing Corporation
 21133 Superior Street
 Chatsworth, CA 91311

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: July 21, 98

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of California
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) B. Trademark Reg. No.(s)

1,818,686
 (M&G Ref. 30465.3US01)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Charles Berman
 Address: Merchant, Gould, Smith, Edell,
 Welter & Schmidt
 Westwood Gateway II, Suite 400
 11150 Santa Monica Blvd.
 Los Angeles, CA 90025-3395

6. Total number of applications and trademarks involved: ONE

7. Total fee (37 CFR 3.41): \$40.00 E
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2724

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.

Charles Berman Charles Berman July 21, 98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to

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

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TRADEMARK
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FROM Merchant & Griggs 510 440 9131

MON 7 28 98 10:44 AM 10:42 NO. 426140521 P. 2

M&G Ref. 30465.9US01

ASSIGNMENT

WHEREAS, Sam Schwartz dba Masada Marketing, at 7404 Fulton Avenue, North Hollywood, California 91605 owns Trademark Registration No. 1818686, Registered February 1, 1994, Application Serial No. 74/393,476, entitled MASADA;


AND WHEREAS, Masada Marketing Corporation, a Corporation organized and existing under and by virtue of the laws of the State of California, wishes to acquire this Trademark Registration.

NOW, THEREFORE, for good and valuable consideration,

Sam Schwartz dba Masada Marketing, does hereby assign unto Masada Marketing Corporation all right, title and interest in and to the mark, together with the goodwill of the business symbolized by the mark, and the above-identified applications for registration of the mark.

Sam Schwartz, Individual
dba Masada Marketing

By:



Sam Schwartz

CB/mrj