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RECEIVED DEPARTMENT OF COMMERCE Patent and Trademark Office

OCT - 9 1998

Send the attached original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Love Picin Incorporated
153 First Avenue
New York, NY 10003

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State New York
Other

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date:

2. Name and address of receiving party(ies):

Name: Ugly, Inc.

Internal Address:

5-43 47th Road

Street Address:

City: Long Island City State: NY ZIP: 11101

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State New York
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

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

A. Trademark Application No.(s)

See Attached Sheet

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Michelle B. Lee, Esq.

Internal Address:

Jacobs, deBrauwere & Dehn LLP

Street Address: 445 Park Ave.

17th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 6

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)

11/04/1998 SBURNS 00000091 75371786

01 Fc:481 40.00 DP
02 Fc:482 125.00 DP

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.

Michelle B. Lee

Name of Person Signing

Signature: Michelle Lee

Date

10/6/98

Total number of pages comprising cover sheet: 2

Rec'd. Ref: 11/04/1998 SBURNS 00000091 75371786 \$75.00
BOM 100187 Name/Number: 75371786
FC: 704

DO NOT USE THIS SPACE

TRADEMARK RECORDATION FORM COVER SHEET ATTACHMENT

Assignment of marks from Love Picin Incorporated to Ugly, Inc.

4. Application Numbers being assigned:

A. Trademark Application Numbers

75/371,786

75/371,785

75/371,784

75/371,783

75/371,449

75/371,778

TRADEMARK ASSIGNMENTS FOR COYOTE UGLY
IN INTERNATIONAL CLASSES 14, 16, 21, 25, 32 & 34

Whereas Love Picin Incorporated of 153 First Avenue, New York, NY 10003 has intended to use the mark COYOTE UGLY in interstate commerce and has been assigned the applications filed with the United States Patent and Trademark Office on October 10, 1997, based on its bona fide intent to use such mark in commerce, which applications have been given serial numbers 75/371,786; 75/371,785; 75/371,784; 75/371,783; 75/371,448; and 75/371,773, but has not yet filed allegations of use of the mark under Section 1(c) or 1(d) of the Trademark Act, and

Whereas Ugly, Inc., a New York Corporation, of 5-43 47th Road, Apartment 3C, Long Island City, NY 11101 is desirous of acquiring the entire business or portion thereof to which the mark pertains as required by 15 USC § 1060,

Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Love Picin Incorporated does hereby assign to Ugly, Inc. the mark in the above identified applications as part of the entire business or portion thereof to which the mark pertains as required by 15 USC § 1060.

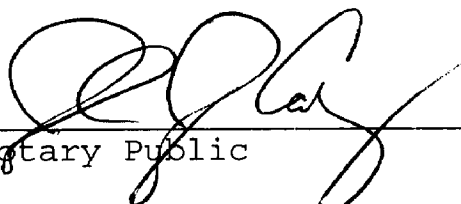
~~August~~, 1998
October 5

Love Picin Incorporated


By: Liliana Lovell, President

State of New York :
County of New York : ss.

On this 5th day of October, 1998, Liliana Lovell, before me appeared, the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of Love Picin Incorporated with authority to do so.


Notary Public

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JOHN J. CASEY
Notary Public, State of New York
No. 41-4822965
Qualified in Queens County
Certificate Filed in New York County
Commission Expires July 31, 2000