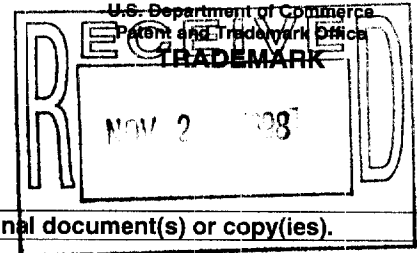


11-05-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



COLLECTIVE
10/30/98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission Document ID # (Non-Recordation)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # 1748 Frame # 0602

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other CORRECTION OF ASSIGNMENT DOCUMENT AS RECORDED
ON REEL 1748/FRAME 0602

Conveying Party

Mark if additional names of conveying parties attached

Name Cheerful International Corporation Execution Date
Month Day Year
 March 27, 1998

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Avance International, LLC

DBA/AK/A/T/A

Composed of

Address (line 1) 875 Fairway Drive

Address (line 2)

Address (line 3) Walnut California 91789
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment).

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

11/04/1998 SBURNS 00000184 1703416

01 FC: 401 40.00 OP
02 FC: 402 175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the First Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,703,416"/>	<input type="text" value="2,001,580"/>	<input type="text" value="1,758,464"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,796,427"/>	<input type="text" value="1,945,555"/>	<input type="text" value="1,955,956"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,654,364"/>	<input type="text" value="1,853,135"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

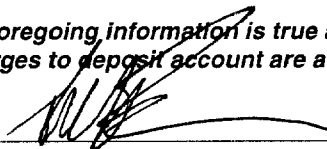
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Scott S. Packman
Name of Person Signing


Signature

October 23, 1998
Date Signed

MKB 7-2-98

RECEIVED

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

07-08-1998

RECEIVED JUL 2 1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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
[X] Corporation-State - California
Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] 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
[X] 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:
[X] 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? [X] 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
[X] 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 858118 0000053 1703416

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 200.00 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.
Scott S. Packman Name of Person Signing
Signature
June 30, 1998 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: Sandy Liane

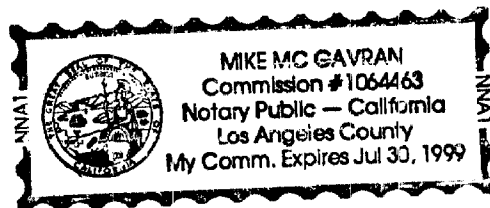
Title: Vice President

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On MARCH 27, 1998, before me, MIKE MCGAVRAN, a Notary Public in and for said State, personally appeared SANDY LIANE, 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 [Signature] (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