



100918086

To the Commissioner of Patents and Trademarks: Please send _____ or copy thereof.

1. Name of the conveying party(ies):

International Resourcing Services, Inc.

 Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Illinois
 Other: _____ *MILW 12-4-98*
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

International Resources, L.L.C.
60 Revere Drive, Suite 725
Northbrook, IL 60062

 Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of _____
 Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation must be separate from Assignment)
Additional name(s) & address(es) attached? Yes No

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

Execution Date: November 23, 1998

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)
2,099,912
1,793,385
1,917,994
2,194,432
1,941,162
1,827,509

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert E. Browne
Address: Altheimer & Gray
Suite 4000
10 South Wacker Drive
Chicago, IL 60606

6. Total number of applications and trademarks involved: 6

7. Total fee (37 CFR 3.41): ~~\$40.00~~ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 011,156

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.

Robert E. Browne December 1, 1998
Name of Person Signing Signature Date

12/08/1998 **INSUYEN** 00000311 2099912
01 FC:481 40.00 UP
02 FC:482 125.00 OP
Total number of pages including cover sheet, attachments, and document: 4
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Commissioner for 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.

ASSIGNMENT OF TRADEMARKS

Assignment made as of this November 23, 1998 by International Resourcing Services, Inc. ("Assignor") to International Resources, LLC ("Assignee").

WHEREAS, Assignor has adopted, used and is using the trademarks identified in the attached Schedule A (the "Marks") in connection with its business of importing and distributing certain collectible products; and

WHEREAS, Assignor obtained registrations for the Marks in the United States Patent and Trademark Office (the "Registrations"), with the registration numbers identified in the attached Schedule A; and

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor assigns to Assignee: all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks; any rights that arise from the Registrations; and all causes of action, past and future, for infringement of the Marks or other violations of the rights assigned hereunder and right to collect damages for past and future infringement. Assignor represents and warrants to Assignee that it has made continuous use of each of the Marks in connection with the goods/services recited in the respective Registrations at least since the dates of

first use in commerce recited in the respective Registrations and that it has not made any other assignment or pledge of the Marks, any rights therein or the Registrations.

INTERNATIONAL RESOURCING SERVICES, INC.

By: Deanna Gadriel
Its: President Deanna Gadriel

INTERNATIONAL RESOURCES, LLC

By: Larry Stern
Its: President Larry Stern

SCHEDULE A

MARK	REGISTRATION NO.	REGISTRATION DATE
LIBERTY FALLS COLLECTION	2,099,912	September 23, 1997
STYLIZED EAGLE DESIGN SURROUNDED BY A BORDER CONTAINING STARS	1,793,385	September 21, 1993
LIBERTY FALLS	1,917,994	September 12, 1995
AMERICANA COLLECTION	2,194,432 (Supplemental Register)	October 6, 1998
LIBERTY FALLS COLLECTORS CLUB	1,941,162	December 12, 1995
THE CORNWALL COTTAGE COLLECTION	1,827,509	March 22, 1994

0285520.02

RECORDED: 12/04/1998

TRADEMARK
REEL: 1829 FRAME: 0045