

ASSIGNMENT

WHEREAS, HUB DISTRIBUTING, INC., a corporation organized and existing under the laws of the State of Delaware, located and doing business at 2051 Guasti Road, Ontario, California 91761 (hereinafter "Assignor"), is the owner of the trade name, service mark and trademark JUXTAPOSE and of the registration and application of that mark in The United States Patent and Trademark Office under No. 2,185,092 of August 25, 1998 and SN 75/364,844 filed September 29, 1997, respectively; and

WHEREAS, JUXTAPOSE STORES, L.L.C., a limited liability company, organized and existing under the laws of the State of Delaware, located and doing business at 2051 Guasti Road, Ontario, California 91761 (hereinafter "Assignee"), is desirous of acquiring said trade name, service mark, trademark, registration and application;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said trade name, trademark, service mark, registration and application, together with the good will of the business connected with the use of and symbolized by said trade name and mark, as

well as all rights to damages or profits, due or accrued, arising out of past infringement of said trade name or mark or injury to said good will, and the right to sue for and recover the same in the Assignee's own name.

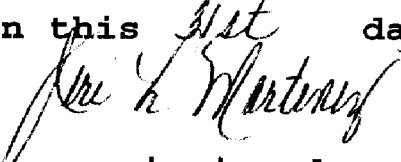
IN WITNESS WHEREOF, this assignment has been executed as of the 31st day of January, 1999.

HUB DISTRIBUTING, INC.

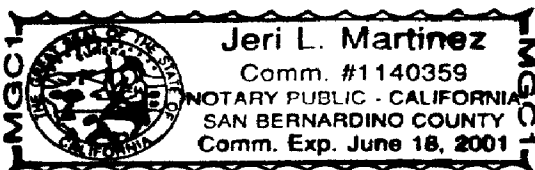
By


Dennis Frank
Vice President

STATE OF CALIFORNIA)
) SS.:
COUNTY OF SAN BERNARDINO)

On this 31st day of January in the year 1999
before me,  a Notary Public of said
State, duly commissioned and sworn, personally appeared,
Dennis Frank, known to me to be the person who executed the
within instrument on behalf of the corporation therein
named and acknowledged to me that such corporation executed
the same.

In Witness Whereof, I have hereunto set my hand
and affixed my official seal, the day and year in this
certificate first above written.




Notary Public

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