

03-17-1999



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3-11-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
 03 04 99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
 03 04 99

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

03/15/1999 ISHABAZZ 00000184 75524482

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

TRADEMARK
REEL: 1868 FRAME: 0489

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" value="75/524482"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

STEPHEN QUIGLEY
Name of Person Signing

Stephen Quigley
Signature

3/8/99
Date Signed

ASSIGNMENT

WHEREAS, Hanover Catalog Holdings, Inc. ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, with a place of business at 1500 Harbor Boulevard, Weehawken, New Jersey 07087, has adopted for its business the trademark OUTTAKES, which mark is the subject of United States Patent and Trademark Office Application Serial No. 75/524482 (the "Mark"); and

WHEREAS, Brawn of California, Inc. ("Assignee"), a corporation organized and existing under the laws of the State of California, with a place of business at 741 F Street, San Diego, California 92101, desires to acquire the Mark and the goodwill of the business associated therewith.

NOW, THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee the entire right, title and interest in and to the Mark, together with the goodwill of the business symbolized thereby, and the U.S. application thereof, No. 75/524482 and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with any and all past, present or future infringements or dilution of or damage or injury to said Mark or the application thereof or such associated goodwill.

Executed at New York, New York
this 4th day of March, 1999

Hanover Catalog Holdings, Inc.

By: Sarah Hewitt
Sarah Hewitt
Assistant Secretary

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