

04-29-1999



Form PTO-1595  
April 6, 1999

**101023788**  
**RECORDATION FORM COVER SHEET**  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Attorney Docket No.: **4866-30**

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:  
Please record the attached original documents or copy thereof.

Mcd 4-12-99

1. Name of conveying party(ies):  
**Abrams Gentile Entertainment, Inc.**

Individuals(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State New York  
 Other \_\_\_

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

Name: **Up, Up & Away, Inc.**

Internal Address:

Street Address: **244 West 54th Street**

City: **New York**

Country/State/Zip: **New York 10019**

Individual Citizenship \_\_\_  
 Association \_\_\_  
 General Partnership \_\_\_  
 Limited Partnership \_\_\_  
 Corporation-State New York  
 Other \_\_\_

Additional names and addresses attached?  yes  no

3. Nature of Conveyance

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_

Execution Date: April 1, 1999

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

A. Trademark Application No.(s) <b>75/474,657</b>	B. Trademark Registration No.(s): <b>N/A</b>
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Additional numbers attached?  Yes  No

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

Name: Lance J. Lieberman, Esq.

Internal Address: Cohen, Pontani, Lieberman & Pavane

Street Address: 551 Fifth Avenue, Suite 1210

City: New York      State: NY      ZIP: 10176

6. Total number of applications and trademarks involved:  
**[1]**

7. Total fee (37 C.F.R. 3.41)..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 03-2412  
 (Attach duplicate copy of this page if paying by deposit account)

04/27/1999 JSHABRZZ 00000218 75474657  
01 FC:481      40.00 DP

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.*

Lance J. Lieberman, Esq.      April 6, 1999  
 Name of Person Signing      Signature      Date

Reg. No. 28,437      Total number of pages including cover sheet, attachments and document  
**[2]**

OMB No. 0651-0011 (exp. 4/84)

do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Patents  
 Box Assignments  
 Washington, D.C. 20231

# ASSIGNMENT OF TRADEMARK

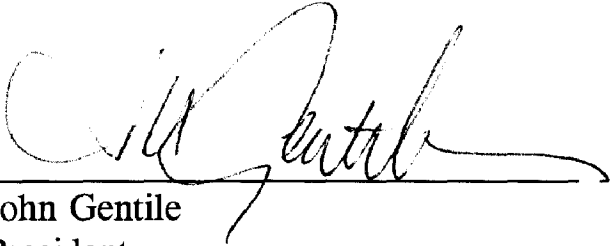
WHEREAS, ABRAMS GENTILE ENTERTAINMENT, INC., a corporation of the State of New York that is located and doing business at 244 West 54th Steet, New York, New York 10019 (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in and to the trademark "WEELINGS" that is the subject of United States Trademark Application Serial No. 75/474,657, filed April 27, 1998; and

WHEREAS, UP, UP & AWAY, INC., a corporation of the State of New York that is located and doing business at 244 West 54th Steet, New York, New York 10019 (hereinafter "ASSIGNEE"), is desirous of acquiring all right, title and interest in and to said trademark for the United States of America and the said Application for registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR does hereby sell, assign and transfer to the said ASSIGNEE all right, title and interest in and to the said trademark WEELINGS for the United States of America, together with the good will of the business symbolized by the mark and the entire ongoing business to which the said trademark pertains, and the said Application Serial No. 75/474,657 seeking registration of the said trademark, together with the right to sue for past infringements thereof.

ABRAMS GENTILE ENTERTAINMENT, INC.

Dated: 4-1-99

By:   
John Gentile  
President

U.S. DEPARTMENT OF COMMERCE  
BUREAU OF ECONOMIC ANALYSIS  
INTERNATIONAL TRADE ADMINISTRATION  
WASHINGTON, D.C.

April 6, 1999

Lance J. Lieberman

Member of the Board of Directors of  
Foreign Trade Representative

Signature  
April 6, 1999

Date of Signature