

05-07-1999

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To the Honorable Commissioner of P



101031725

Attached original documents or copy thereof.

1. Name of conveying party(ies):

TONY MARGERIE & ASSOCIATES,
D/B/A NORTH COAST INDUSTRIES, INC.

MRD 4-29-99

- Individual(s)
- General Partnership
- Corporation-State CA
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 26, 1999

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

Name: Karen S. Frank

Internal Address: Legal Strategies Group

Street Address: 5905 Christie Avenue

City: Emeryville State: CA ZIP: 94608

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,836,235

Additional numbers attached? Yes No

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

Name: Karen S. Frank

Internal Address: Legal Strategies Group

Street Address: 5905 Christie Avenue

City: Emeryville State: CA ZIP: 94608

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account *Yes*

8. Deposit account number:

12-1161 Levi Strauss & Co.

(Attach duplicate copy of this page if paying by deposit account)

05/06/1999 JSNABAZZ 00000270 121161 1836235

DO NOT USE THIS SPACE

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7. 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.

Karen S. Frank

Karen S. Frank

4/29/99

Name of Person Signing

Signature

Date

Total number of TRADEMARK sheets

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of the 26 day of April 1999, by and between TONY MARGERIE & ASSOCIATES, D/B/A NORTH COAST INDUSTRIES, INC. a California corporation, with an address of 20 Liberty Ship Way, Sausalito, CA 94965 ("Assignor") and KAREN S. FRANK, an individual, with a business address of Legal Strategies Group, 5905 Christie Avenue, Emeryville, CA 94608 ("Assignee").

WHEREAS Assignor has adopted and used the trademark XACTLY in connection with wearing apparel (the "Mark") and is the owner of United States Trademark Registration No. 1,836,235 for XACTLY (the "Registration"); and

WHEREAS Assignee wishes to obtain all rights Assignor holds in the Mark and the Registration, along with the goodwill of the business symbolized thereby, for subsequent reassignment to Assignee's undisclosed principal; and

WHEREAS Assignor wishes to assign to Assignee all such rights it holds in the Mark and the Registration, and the goodwill, for reassignment to Assignee's undisclosed principal:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor represents and warrants that it is the holder of all right, title and interest in and to the Mark and the Registration; that the Mark is free and clear from all encumbrances, including any licenses; that Assignor has not been charged with trademark or service mark infringement or unfair competition by any third party by reason of the use by Assignor or any licensee of Assignor of the Mark; and that Assignor is not aware of any claims, objections or protests to the use of the Mark based upon any trademark, service mark, trade name or other indicia or origin of any third party.

2. Assignor hereby assigns unto Assignee, for reassignment to Assignee's undisclosed principal, all the Assignor's worldwide right, title and interest in and to the Mark, along with the goodwill of the business symbolized thereby, and the Registration, including any preexisting causes of action.

