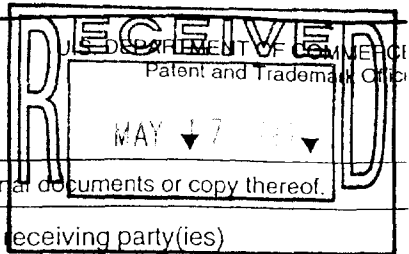


05-24-1999

TRM COVER SHEET
MARKS ONLY



101044363

Tab settings

To the Honorable Commissioner of Patents and Trademarks

Please record the attached original documents or copy thereof.

MK 5-17-99

1. Name of conveying party(ies):

LORRAINE VAIL

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

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

3. Nature of conveyance:

- Assignment (Nunc Pro Tunc)
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: MAY 9, 1999

2. Name and address of receiving party(ies)

Name: VAIL STUDIOS, INC.

Internal Address: _____

Street Address: 300 MONTCALM

City: SAN FRANCISCO State: CA ZIP: 94110

- Individual(s) citizenship
- 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 patent number(s):

A. Trademark Application No.(s)

75/562,370

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: BARRY J. PARKER, ESQ.

Internal Address: LAW OFFICES OF
BARRY J. PARKER

Street Address: 241 NORTH SAN MATEO DRIVE

City: SAN MATEO State: CA ZIP: 94401

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

8. Deposit account number:

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

DO NOT USE THIS SPACE

05/21/1999 MTHA11 00000248 75562370

01 FC:001 Statement and signature 40.00 DP

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.

Barry J. Parker
Name of Person Signing

Signature

May 17, 1999
Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK
REEL: 001899 FRAME: 0518

NUNC PRO TUNC ASSIGNMENT OF TRADEMARK

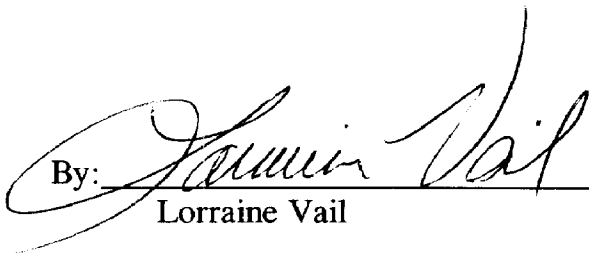
This is an assignment of trademark, *nunc pro tunc*, from Lorraine Vail, a U.S. citizen (hereinafter "ASSIGNOR") to Vail Studios, Inc., a California corporation having an address of 300 Montcalm, San Francisco, California 94401 (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR and ASSIGNEE, individually and collectively, desire to formalize through a recordable assignment the prior transfer to ASSIGNEE through assignment of all rights, title and interest to the trademark **JUST THE RIGHT SHOE** (hereinafter "The Mark"), including the goodwill associated with the use of The Mark and that portion of the business to which The Mark pertains, including U.S. Trademark Application Serial No. 75/562,370;

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign effective as of March 3, 1999, unto ASSIGNEE and its successors and assigns, all rights, title and interest in and to The Mark throughout the world, whether common law, statutory or otherwise, together with the goodwill connected with the use of and symbolized by The Mark and that portion of the ongoing and existing business to which The Mark pertains, including the right to sue and to collect damages, to have the benefit of any and all usage of The Mark in all combinations with and without other words and in all forms, styles, colors, and representations whatsoever, from the dates of first use ever, and any and all registrations of The Mark and applications therefor, including U.S. Trademark Application Serial No. 75/562,370.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed on the date below written.

Dated: May 9, 1999

By: 
Lorraine Vail