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 U.S. DEPARTMENT OF COMMERCE
 Patent and Trademark Office
 the attached original documents to copy thereof.

To the Honorable Commissioner

1. Name of conveying party(ies):

CAMOUFLAGE ASSOCIATES

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

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving parties:

Name: **SPIN VENTURES LLC**

Internal Address: _____

Street Address: **11100 Santa Monica Boulevard**

City: **Los Angeles** State: **Ca** Zip: **90025**

Country: **USA**

- Individual(s) Citizenship _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other **Delaware Limited Liability Company**

If Assignee is not domiciled in the United States, a domestic representative designation is attached yes no

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: **June 16, 1997**

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

A. Trademark Application No(s): **75/123,716**

B. Trademark Registration No(s)

CORRECTION FROM SERIAL NO. 75/134,716 TO SERIAL NO. 75/123,716

Additional numbers attached? Yes No

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

Name: **RIORDAN & MCKINZIE**

Internal Address: _____

Street Address: **300 South Grand Avenue**
29th Floor.

City: **Los Angeles** State: **CA** Zip: **90071**

6. Total number of applications and registrations involved in this request for correction: **[1]**

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

Enclosed

Any additional fees which may be required are

Authorized to be charged to deposit account No. _____

8. Deposit account number:

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

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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.

Diane M. Lambillotte, Esq.
Name of Person Signing

Diane M. Lambillotte
Signature

July 7, 1999
Date

Total number of pages including cover sheet, attachments, and document: **[10 including check]**

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C., 20503.

Published by THE BUREAU OF NATIONAL AFFAIRS, INC., Washington, D.C. 20037 **TRADEMARK**

REEL: 001926 FRAME: 0680

TRADEMARK ASSIGNMENT

WHEREAS, Camouflage Associates, a New York general partnership ("Camouflage"), of 6 West 18th Street, New York, New York 10011, previously assigned to SCS Communications, Inc., a Delaware corporation ("SCS") the mark SPIN, which is the subject of the registrations or applications set forth on Schedule I hereto (collectively, the "Trademark");

WHEREAS, Spin Ventures LLC, a Delaware limited liability company, of 11100 Santa Monica Blvd., Suite 1910, Los Angeles, California 90025, is desirous of acquiring the Trademark; and

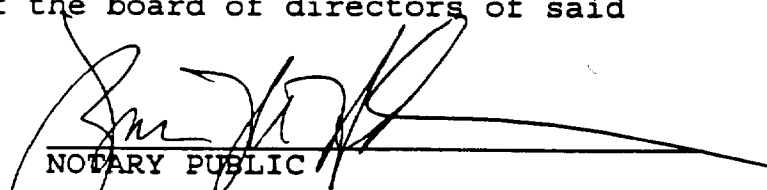
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SCS does hereby assign, grant, bargain, sell, transfer and deliver to Spin Ventures LLC all right, title and interest, in and to the Trademark, together with the goodwill of the business symbolized by such Trademark, and any and all applications and registrations thereof, to have and to hold the same unto Spin Ventures LLC.

SCS COMMUNICATIONS, INC.

By: 
Stephen C. Swid, President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 16th day of June in the year 1997, before me personally came, Stephen S. Swid to me known, who, being by me duly sworn, did depose and say that he is the President of SCS Communications, Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said corporation.


NOTARY PUBLIC

BRIAN M. HAND
Notary Public, State of New York
No. 02HA5055905
Qualified in Westchester County
Commission Expires 2/29/98

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SCHEDULE I

<u>Trademark</u>	<u>Country</u>	<u>Application No.</u>	<u>Status</u>
SPIN	USA	75/134,716	Application Pending
SPIN	USA	75/041,812	Application Pending

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