

07-27-1999

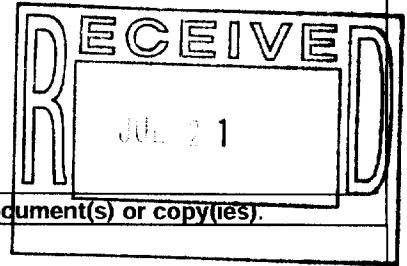
U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101102159

*MPO
7-21-99*

**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
06241999

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
06241999

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 Association
- Corporation
- Other

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.)

Citizenship/State of Incorporation/Organization

07/26/1999 DNGUYEN 00000355 1190073

FOR OFFICE USE ONLY

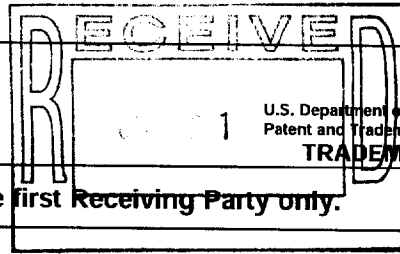
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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 001933 FRAME: 0908



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

602-263-2654

Name

John Burton

Address (line 1)

O'Connor Cavanagh

Address (line 2)

One East Camelback Road

Address (line 3)

Suite 1100

Address (line 4)

Phoenix, AZ 85012

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,190,073	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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.

John Burton

Name of Person Signing

Signature

21 of 99

Date Signed

EXHIBIT A

Trademark

Registration No.

Registration Date

RED MOUNTAIN CLOTHING
CO. (Words and design)

1,190,073

February 16, 1982

ASSIGNMENT OF TRADEMARK

EFFECTIVE DATE: 6/24/99, 1999

WHEREAS, Paul Harris Stores, Inc., a corporation organized and existing under the laws of the State of Indiana, having a place of business at 6003 Guion Road, Indianapolis, IN 46268 (the "ASSIGNOR"), has adopted and used the trademark (the "MARK") identified in Exhibit A hereto, and as of the EFFECTIVE DATE of this Assignment of Trademark is the owner of the registration of such MARK in the United States Patent and Trademark Office; and

WHEREAS, Pivotal Mark I, L.L.C., a Utah limited liability company, having a place of business at 2415 East Camelback Road, Suite 960, Phoenix, Arizona 85016 (the "ASSIGNEE"), is desirous of acquiring all right, title and interest in and to said MARK and the registration thereof, including all common law and statutory trademark rights related to the MARK, together with all goodwill pertaining thereto, effective as of the EFFECTIVE DATE hereof;

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignment of Rights. In consideration of the payment set forth below, ASSIGNOR does hereby assign, sell and transfer unto ASSIGNEE all right, title and interest in and to the MARK together with the registration of the MARK and the goodwill symbolized by and associated with the MARK and the registration thereof.

2. Payment. Simultaneously with the execution and delivery of this Agreement, ASSIGNEE is paying to ASSIGNOR the sum of Five Thousand, Three Hundred and No/100 dollars (\$5,300.00), in full payment for the rights of ASSIGNOR described herein.

3. Qualifications and Limitations. ASSIGNEE is not assuming, and shall have no responsibility for, any liabilities or obligations of ASSIGNOR relating to the mark, including without limitation any liabilities or obligations arising out of the business conducted and products sold by ASSIGNOR under the MARK either before or after the EFFECTIVE DATE hereof.

4. Further Assurances. ASSIGNOR hereby represents and warrants to ASSIGNEE that ASSIGNOR has not granted any licenses with respect to the MARK or otherwise authorized any person or entity to use it for any purpose.

BOX NEW APP FEE

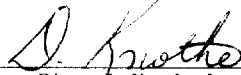
July 21, 1999

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CERTIFICATE OF EXPRESS MAILING UNDER 37 C.F.R. 1.10

I hereby certify that this document (and any as referred to as being attached or enclosed) is being deposited with the United States Postal Service as "Express Mail Post Office to Addressee" service, mailing label No. EM457658025US on July 21, 1999, and addressed to the Commissioner of Patents and Trademarks, Washington, DC 20231.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any trademark/service mark registration issued thereon.



Dianna L. Knothe, Legal Assistant

PHX:712149.1