

8127199
[Barcode]

D

REC

09-03-1999

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

08-27-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61

[Barcode]

101135672

To the Honorable Assistant Commissioner
for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
TELEDYNE INDUSTRIES, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-California
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: IMAGE HOLDINGS, INC.
Internal Address: _____
Street Address: 7710 BELLERIVE
City: HOUSTON State: TX Zip: 77036
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State Nevada
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 16, 1999

Application number(s) or trademark number(s):
A. Trademark Application No(s).
75/532,744

B. Trademark registration No(s).
1,753,449 1,715,832 1,254,503
2,161,045 1,342,698 1,266,951
2,121,847 1,287,975 1,589,487
1,991,932 1,287,974

Additional numbers attached? Yes No

4. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lester L. Hewitt
Internal Address: AKIN, GUMP, STRAUSS,
HAUER & FELD, L.L.P.
Street Address: 1900 Pennzoil Place, South Tower,
711 Louisiana
City: Houston State: TX Zip: 77002

5. Total number of applications and registrations involved: 12
6. Total fee (37 C.F.R. § 3.41) \$ 480
 Enclosed
 Authorized to be charged to deposit account
7. Deposit account number:
16-2435
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.
[Signature]
Lester L. Hewitt, Reg. No. 25,685
August 24, 1999
Date

09/02/1999 MTHA11 00000178 75532744
01 FC:481 40.00 OP
02 FC:482 275.00 OP

Total number of pages including cover sheet, attachments and documents: 4

Refund Ref: 09/02/1999 MTHA11 0000084197
CHECK Refund Total: \$165.00

TRADEMARK ASSIGNMENT

WHEREAS, TELEDYNE INDUSTRIES, INC., a corporation existing under and by virtue of the laws of California, hereinbelow called "Assignor", owns and has used in business certain trademarks which are included in the following registrations and applications for registration:

UNITED STATES REGISTRATIONS AND APPLICATIONS

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUTOMUG	1,753,449	February 16, 1993
AUTOKING	2,161,045	May 26, 1998
AUTOMUG LITE	2,121,847	December 16, 1997
ROAD WARRIOR	1,991,932	August 6, 1996
SPORTSMATE	1,715,832	September 15, 1992
COLOR-ME-CUP	1,342,698	June 18, 1985
COLOR-ME-PLANTER	1,287,975	July 31, 1984
COLOR-ME-TUMBLER	1,287,974	July 31, 1984
COLOR-ME-PENCIL HOLDER	1,254,503	October 18, 1983
COLOR-ME-MAGNETIC MEMO HOLDER	1,266,951	February 14, 1984

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
GRIP MATE (Intent-To-Use Application)	75/532,744	August 7, 1998

UNITED STATES
SERVICEMARK

<u>ServiceMark</u>	<u>U.S. Registration No.</u>	<u>Date Registered</u>
Y'ALL COME BACK	1,589,487 (Canceled)	March 27, 1990

CANADIAN REGISTRATIONS
AND APPLICATIONS

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUTOMUG	TMA443,318	May 26, 1995
ROAD WARRIOR	TMA448,446	September 29, 1995

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
AUTOKING	0864,013	December 12, 1997
COLOR ME	0720,626 (abandoned)	January 15, 1993

and

WHEREAS, IMAGE HOLDINGS, INC., a corporation organized and existing under and by virtue of the laws of Nevada, hereinbelow called "Assignee", is desirous of acquiring Assignor's entire right, title and interest in and to the said trademarks, and registrations, and applications, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the said trademarks, and registrations, and applications, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof. In addition, and for such consideration, Assignor does hereby transfer to Assignee all right, title and interest in common law and other unregistered rights in each of said marks, together with the goodwill associated therewith.

DATE: July 16, 1999

TELEDYNE INDUSTRIES, INC.

By: 

Name: James L. Murdy

Title: EXECUTIVE VICE President

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF ALLEGHENY

BEFORE ME, the undersigned authority, on this day personally appeared James L. Moody, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he executed the same as the act and deed of Teledyne Industries, Inc. and as the Executive Vice President thereof, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this 16th day of July, 1999.

Vicki L. Baker
Notary Public in and for
The Commonwealth Of Pennsylvania

My Commission Expires: 11/9/99

Notarial Seal
Vicki L. Baker, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Nov. 8, 1999
Member Pennsylvania Association of Notaries