

10-28-1999



101183495

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

10-21-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #30

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  
Effective Date  
Month Day Year  
\_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name CAPITAL DISTRIBUTION, INC.

Feb. 3, 1999

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Azita Manufacturing, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 17032 Murphy Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Irvine

California

92614

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

10/27/1999 DNGUYEN 00000173 75516627

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
250.00 OP

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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: 001981 FRAME: 0466

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

**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" value="75/516627"/>	<input type="text" value="75/516615"/>	<input type="text"/>
<input type="text" value="75/516614"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/516626"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,875,321"/>	<input type="text" value="2,083,312"/>	<input type="text" value="1,918,880"/>
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<input type="text" value="2,087,118"/>	<input type="text" value="2,123,488"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

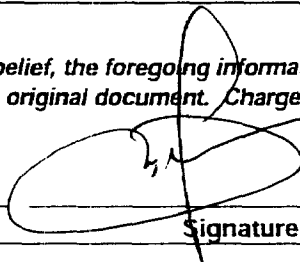
Deposit Account Number: #

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.

Bryan M. Friedman  
Name of Person Signing



Signature

Oct. 18, 1999  
Date Signed

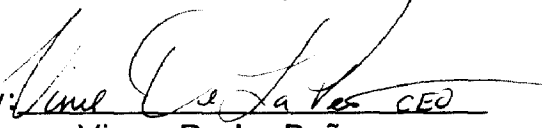
**MEMORANDUM OF  
SECURITY AGREEMENT AND  
CONDITIONAL ASSIGNMENT OF  
TRADEMARKS**

CAPITAL DISTRIBUTION, INC. ("Capital"), a California corporation with a principal place of business located at 981 Calle Negocio, Suite 100, San Clemente, California 92673, has granted a security interest in, and conditionally assigned to, AZITA MANUFACTURING, INC. ("Secured Party"), a California corporation with a principal place of business located at 17032 Murphy Avenue, Irvine, California 92614, all of Capital's right, title and interest in and to all of its presently existing and hereafter acquired trademarks, trade names, trade styles, servicemarks and applications for trademarks, trade names, trade styles and servicemarks, including, without limitation, those listed on Exhibit A attached hereto and incorporated herein by this reference, together with any and all registrations or other recognitions of such trademarks, trade names, trade styles or servicemarks which may issue on said applications, in addition to the good will of the business symbolized by such marks.

This grant of a security interest and conditional assignment is made pursuant to that certain Security Agreement (the "Agreement") dated as of February 3, 1999, by Capital in favor of Secured Party, and is subject to the provisions thereof and the terms and conditions therein contained. Nothing contained in this Memorandum shall be construed or interpreted as limiting or restricting Secured Party's interest in all U.S. and foreign trademarks, trade names, trade styles, and servicemarks, all applications for U.S. and foreign trademarks, trade names, trade styles, and servicemarks, all future U.S. or foreign trademarks, trade names, trade styles and servicemarks, and all future applications for U.S. or foreign trademarks, trade names, trade styles and servicemarks, in addition to the good will of the business symbolized by such marks, as provided for in said Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Memorandum of Security Agreement and Conditional Assignment of Trademarks as of February 3, 1999.

CAPITAL DISTRIBUTION, INC.,  
a California corporation

By:   
Vince De La Peña,  
Chief Executive Officer

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of Orange

On Oct 19, 1999 before me, Sheri L. Stroffe, Notary Public

personally appeared Vincent De La Pena

personally known to me - **OR** -  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Sheri L. Stroffe  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: Memorandum of Security Agreement & conditional assignment of trademark

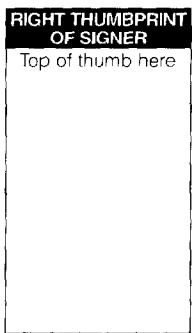
Document Date: no date Number of Pages: 2

Signer(s) Other Than Named Above: none

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: Vincent De La Pena

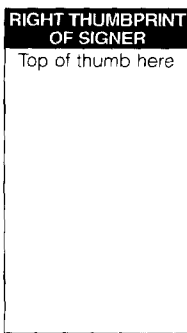
- Individual
- Corporate Officer
- Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer
- Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

EXHIBIT A

to

MEMORANDUM OF  
SECURITY AGREEMENT AND CONDITIONAL ASSIGNMENT OF TRADEMARKS

U.S. and Foreign Trademarks

"EZEKIEL"

"KASTEL"

"FNY"

"BLOND"