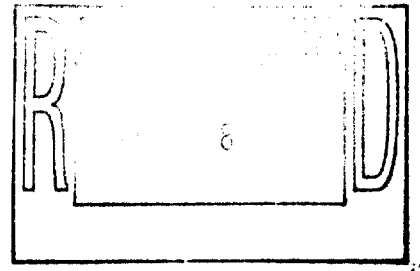


RECORDATION OF ASSIGNMENT TRADEMARKS




Honorable Commissioner of
Patents and Trademarks
2900 Crystal Drive
Arlington, Va. 22202-3513
Attn: Assignment Branch-Trademarks

11/8/99

Re: 555 Soul, Registration No. 2,223,449

Dear Sir/Madam:

It is respectfully requested that the Assignment Branch record the attached documents against the properties listed below:

Conveying Party:	555 SOUL, INC.	11-15-1999
Receiving Party:	TRIPLE FIVE SOUL, INC.	
Address:	111 North 11th Street Brooklyn, N.Y. 11211	101200123
Interest Conveyed:	Assignment	
Execution Date	November 2, 1999	
Properties:	555 Soul, Registration No. 2,223,449	
Correspondence Address:	RICHARD L. HERZFELD 521 Fifth Avenue New York, New York 10175	


Fee Calculation: 1 x \$40 = \$40 ^E

A check in the sum of \$40 is annexed hereto.

The undersigned hereby states that to the best of my knowledge and belief, the information contained on this cover sheet is true and correct.

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

Respectfully submitted,


RICHARD L. HERZFELD

(11/12/1999 DNGUYEN 00000345 2223449
01 FC:481 40.00 00)

Trademark Assignment


WHEREAS, 555 SOUL, INC., of 111 North 11th Street, Brooklyn, N.Y. 11211, has adopted, used and is the owner of U.S. Trademark Registration No. 2,223,449 for the mark 555 Soul and is the owner of other marks and names incorporating the words 555 Soul; and

WHEREAS, TRIPLE FIVE SOUL, INC., of 111 North 11th Street, Brooklyn, N.Y. 11211, desires to acquire said marks as described above;

NOW, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, said 555 SOUL, INC. does hereby assign to TRIPLE FIVE SOUL, INC. all right, title and interest in and to the marks and the goodwill of the business symbolized thereby.

This assignment is effective as of April 1, 1997.

555 SOUL, INC.

By: 
CAMELLA EHLKE, President