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To the Honorable Commissioner of Patents and Trademarks:

101253102

its or copy thereof.

1. Name of conveying party(ies):

Performance Marketing, Inc.

NRD
12-10-99

- Individual(s)
- General Partnership
- Corporation-State CA
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 19, 1999

2. Name and address of receiving party(ies)

Name: Street Scene Manufacturing, Inc.

Internal Address: SEE BELOW

Street Address: 365 McCormick Avenue

City: Costa Mesa State: CA ZIP: 92626

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

- 15/677,937
- 75/670,148
- 15/325,395
- 75/320,956

B. Trademark Registration No.(s)

- 1,563,988
- 2,087,318
- 2,207,441

Additional numbers attached? Yes No

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

Name: KIT M. STETINA
 STETINA BRUNDA GARRED & BRUCKER
 Internal Address: 24221 Calle de la Louisa
 4th Floor
 Laguna Hills, CA 92653-7602

Street Address: STETINA BRUNDA GARRED & BRUCKER
 24221 Calle de la Louisa
 4th Floor
 City: Laguna Hills State: CA ZIP: 92653-3642

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$
 (\$40 for 1st and \$25 for 2nd and additional)
 Enclosed
 (FEE PREVIOUSLY PAID -- SEE ATTACHED)
 Authorized to be charged to deposit account --
 ANY ADDITIONAL FEES NEEDED

8. Deposit account number:

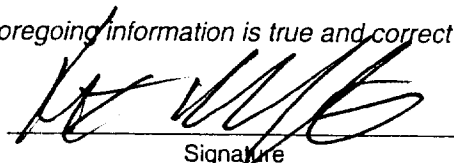
19-4330

DO NOT USE THIS SPACE

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.

KIT M. STETINA
 Name of Person Signing
 (attorney)



Signature

12/10/99
 Date

Total number of pages including cover sheet, attachments, and document: 1

TRADEMARK ASSIGNMENT

Assignment made as of August 19, 1999, by Performance Marketing, Inc., a California corporation (“Assignor”) to Street Scene Manufacturing, Inc., a California corporation (“Assignee”).

WHEREAS, Assignor has adopted, used, and is using certain trademarks (the “Trademarks”) in connection with its business;

WHEREAS, Assignor has applied to obtain registrations for the Trademarks in the United States Patent and Trademark Office and the Canadian Intellectual Property Office (the “Applications”), with the application serial numbers identified in Exhibit A attached hereto;

WHEREAS, some of the Applications have been granted Canadian and United States trademark registrations (the “Registrations”), with the registration numbers identified in Exhibit A attached hereto;

WHEREAS, Assignee desires to receive an assignment of the full right, title, and interest in the Trademarks, and Assignor is willing to make such assignment;

WHEREAS, Assignor is assigning the Trademarks, the Registrations, and the Applications to Assignee as part of the sale of the assets of the Performance Marketing and Street Scene Equipment Divisions of the Assignor, to which the Trademarks pertain; and

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Trademarks, the Registrations, and the Applications.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks; the Registrations and all rights that arise from the Registrations; the Applications and any rights that arise from the Applications; all rights to seek other registrations of the Trademarks in the United States Patent and Trademark Office or the Canadian Intellectual Property Office or elsewhere; and all causes of action, past and future, for infringement of the Trademarks or other violations of the rights assigned hereunder.

Performance Marketing, Inc. (Assignor)

By: Scott Dunfrund
(print)

Scott Dunfrund
(sign)

Its: Vice Chairman

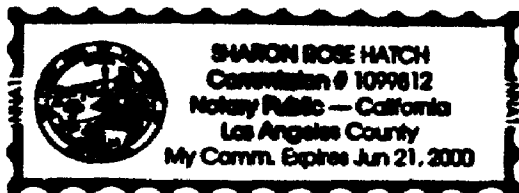
STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On this 14th day of August, 1999, before me personally appeared SCOTT DUNFRUND, who acknowledged himself to be the VICE CHAIRMAN of PERFORMANCE MARKETING INC., and that he, as such VICE CHAIRMAN, being authorized to do so, executed this instrument on behalf of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sharon Rose Hatch
Notary Public

(Affix stamp)



6040636v1

TRADEMARK

Registrations

<u>Type</u>	<u>Number</u>	<u>Jurisdiction</u>	<u>Description</u>
Trademark	1563988	US	PM Logo
Trademark	2087318	US	SS Street Scene Equipment & Design
Trademark	2207441	US	Street Smart

Pending Applications

<u>Type</u>	<u>Number</u>	<u>Jurisdiction</u>	<u>Filing Date</u>	<u>Description</u>
Trademark	75-677937	US	04/08/99	Street Scene Equipment
Trademark	75-670148	US	03/29/99	Street Scene Equipment & Design
Trademark	75-325395	US	07/16/97	Speed Grille Design
Trademark	75-320956	US	07/08/97	Speed Grille

EXHIBIT A