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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

04-12-2000

U.S. Department of Commerce
Patent and Trademark Office
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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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

FOR OFFICE USE ONLY

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. 20503

REEL: 002049 FRAME: 0184

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)

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.

GREGG A. PARADISE

Name of Person Signing

Signature

3/13/00

Date Signed

1-31-92

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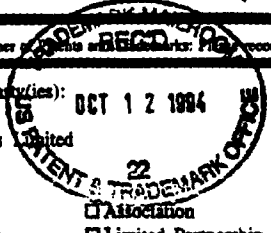
Tab settings ==>>>

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Kintarry Investments Limited**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: Limited Liability Company Organized Under the Laws of the British Virgin Islands

Additional name(s) of conveying parties attached? Yes No



2. Name and address of receiving party(ies)

Name: Action Down Under Limited
 Internal Address: _____
 Street Address: 249 West 39th Street
New York, New York 10018

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership LLC
 Corporation-State _____
 Other: _____

If assignee is not domiciled in the United States, a dorm representative designation is attached: Yes No
 (Designations must be a separate document from Assign Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:

Assignment 01 Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: June 15, 1994

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

A. Trademark Application No.(s)
74/180,607
74/273,506

B. Trademark registration No.(s)
1,103,085 1,394,991 1,627,092
1,307,121 1,640,571
1,318,252 1,338,481

Additional Numbers attached? Yes No

ASSIGNMENT (FRANCHISE) 94 OCT 28 11:22 AM

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

Name: Joshua R. Bressler
 Internal Address: KENYON & KENYON
 Street Address: One Broadway
 City: New York State: New York ZIP: 10004

6. Total number of applications and registrations is 9

7. Total fee (37 C.F.R. 3.41)\$24
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600
 (Attach duplicate copy of this page if paying by deposit acc)

TELE012 10/26/94 74180607 DO NOT USE THIS SPACE 11-0600 150 481 240.00CH 891855

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 and original document.

Joshua R. Bressler Name of Person Signing
[Signature] Signature
10-5-94 Date

Total Number of pages comprising cover sheet _____

OMB No. 0651-0011 (exp. 4/94)

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EXHIBIT B

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

ASSIGNOR:

Kintarry Investments Limited
P.O. Box 71
Craigsmuir Chambers
Road Town, Tortola
British Virgin Islands

A limited liability company incorporated
under the laws of the British Virgin Islands

ASSIGNEE:

Action Down Under Limited
249 West 39th Street
New York, NY 10018

An Illinois [~~Limited Partnership/Corporation~~]

For valuable consideration received, Assignor hereby grants and assigns to Assignee Assignor's entire interest in the United States in those certain trademarks listed in Exhibit A hereto (the "Marks"), the registrations of those marks in the United States, and that part of the goodwill of Assignor's business in the United States connected with the use of, and symbolized by, the Marks.

Date: June 15, 1994

KINTARRY INVESTMENTS LIMITED

RECORDED
PATENT & TRADEMARK OFFICE

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By: Law Hung Hoi, Director

EXHIBIT "B"

TRADEMARK
REEL: 002049 FRAME: 0187

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 OFFICE

NOV -8 1993

U. S. REGISTRATIONS

COUNTRY	ACA JOE MARK FILE NO.	APP. (A) OR REG. (R) (CLASS NO.)	A OR R NO.	REG./APPLN. DATE
USA	ACAPULCO JOE DESIGN (1027-8-13)	R (25)	1,103,085	2/26/78
USA	ACA JOE (1027-8-14)	R (25)	1,307,121	11/27/84
USA	ACA JOE & OVERBAR (Trademark) (1027-8-16)	R (25)	1,318,252	2/5/85
USA	ACA & OVAL (1027-8-18)	R (25)	1,394,991	5/27/86
USA	ACA JOE & UNDERBAR (1027-8-20)	R (25)	1,640,571	4/9/91
USA	ACA JOE & OVERBAR (Service Mark) (1027-8-15)	R (42)	1,338,481	5/28/85
USA	ACA JOE & UNDERBAR (Service Mark) (1027-8-17)	R (42)	1,647,098	6/25/91
USA	ACAPULCO JOE (1027-8-07)	A (25)	74/180,607 ITU filed 6/25/91	6/25/91
USA	ACA JOE & OVERBAR (1027-8-209)	A (3)	74/273,506 ITU filed 5/8/92	5/8/92

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EXHIBIT A
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