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

04-26-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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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
Effective Date
Month Day Year
- Merger
- 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

04/25/2000 TDM11 00000143 110600 1103085

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 250.00 CH

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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: 002059 FRAME: 0042

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 212 425-7200

Name

GREGG A. PARADISE, ESQ.

Address (line 1)

KENYON & KENYON

Address (line 2)

ONE BROADWAY

Address (line 3)

NEW YORK, NEW YORK 10004

Address (line 4)

Pages

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

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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)

74 180 607 74 371 824
74 273 506
74 371 803

1103085 1338481 1647098
1307121 1394991
1318252 1640571

Number of Properties

Enter the total number of properties involved.

11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 290.00

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:

11-0600

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

WORLDWIDE TRADEMARK ASSIGNMENT

This Worldwide Trademark Assignment (the "Assignment") from ACTION DOWN UNDER LIMITED, an Illinois corporation with offices at 111 John Street, New York, New York 10038 ("Assignor"), to ACTION DOWN UNDER LIMITED, a Minnesota corporation with offices at 9706 St. John's Road, Minnetonka, MN 55305 ("Assignee") is executed on this 12th day of February 1997.

WITNESSETH:

WHEREAS, Assignor seeks to convey any and all of its worldwide right, title and interest in and to any and all trademarks, service marks, logos, trade names, trade dresses and other source designations it owns (including without limitation the marks and registrations identified on the Schedule A attached hereto), as well as the goodwill of the business relating thereto and symbolized thereby (collectively hereinafter, the "Property"); and

WHEREAS, Assignee is desirous of acquiring any and all of Assignor's worldwide right, title and interest in and to the Property.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor by these presents does hereby sell, transfer, convey and assign unto Assignee, its successors and assigns its entire right, title and interest in and to the Property, together with the right to sue for and recover for the past infringements thereof, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that it would have been held and enjoyed by Assignor if this Assignment had not been made.

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IN WITNESS WHEREOF, Assignor has hereunto executed this instrument.

ASSIGNOR: ACTION DOWN UNDER LIMITED (Illinois corporation)

By: Neil Esterkin
Name: Neil Esterkin
Title: President

ASSIGNEE: ACTION DOWN UNDER LIMITED (Minnesota corporation)

By: Neil Esterkin
Name: Neil Esterkin
Title: President

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SCHEDULE A

Mark	Reg. No.	Reg. Date
ACAPULCO JOE and Design	1.103.085	9/26/78
ACA JOE	1.307.121	11/27/84
ACA JOE and Design	1.318.252	2/5/85
ACA JOE and Design	1.338.481	5/28/85
ACA and Design	1.394.991	5/27/86
ACA JOE and Design	1.640.571	4/9/91
ACA JOE and Design	1.647.098	6/4/91

Mark	Ser. No.	Filing Date
ACAPULCO JOE	74/180,607	6/25/91
ACA JOE and Design	74/273,506	5/8/92
ACA JOE and Design	74/371,803	3/25/93
ACA and Design	74/371,824	3/25/93

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