

07-27-2000

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



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

101414887

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

6-30-00

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/AKAITA

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

07/27/2000 ASCOTT 00000048 500237 1846091
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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. 20503

REEL: 002109 FRAME: 0744

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,846,091"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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

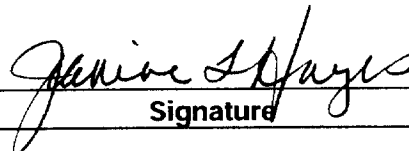
No

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.

Jeanine L. Hayes

Name of Person Signing



Signature

6/28/00

Date Signed

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the "Assignment Agreement") is entered into by and between GPS Brand Services, Inc., a California corporation ("Assignee"), on the one hand, and Thomas Graham, individually and doing business as Tomar Enterprises, Inc., and Tomar Enterprises, Inc. (collectively, "Assignor"), on the other hand.

1. Marks. The term "Marks" shall be defined as any and all trademarks, service marks, designs or emblems, now existing or hereafter created, and all registrations and applications for registrations therefor, and all reissues, renewals or extensions thereof.

2. Assigned Marks. The term "Assigned Marks" shall refer to any and all Marks owned or controlled by Assignor, which include and/or incorporate in any way the word or phrase "CLOSE," including, without limitation, United States Trademark Registration Number 1,846,091.

3. Assignment. Assignor hereby assigns and conveys to Assignee all of Assignor's its right, title and interest in and to the Assigned Marks, and Assignee hereby accepts and receives all of Assignor's right, title and interest in and to the Assigned Marks (including the related goodwill throughout the world). These rights shall include, but shall not be limited to, all rights to use, copy, modify and exploit the Assigned Marks; the right to exclude others from using the Assigned Marks; the right to license, assign, convey, and pledge the Assigned Marks to others; the right to sue others and to collect damages for past, present and future infringements of the Assigned Marks; the right to create derivatives of the Assigned Marks and to retain full ownership of such derivatives; and the right to file and prosecute applications to protect trademark rights in the Assigned Marks.

4. Transfer of Ownership of Trademark Registrations. Assignor hereby transfers to Assignee all right, title, and interest in to any trademark registration for any Assigned Mark, including, without limitation, United States Trademark Registration Number 1,846,091 (including the related goodwill throughout the world). Assignor further agrees to execute any necessary documents to transfer the registrations and applications as set forth herein.

GPS BRAND SERVICES
[ASSIGNEE]

By [Signature]
Print Name Amy N. Kerpa
Its Attorney - Intellectual Property
Dated 5/4/2000

THOMAS GRAHAM
[ASSIGNOR]

By Tommy GRAHAM
Print Name Tommy Graham
Its President
Dated 4/21/2000

TOMAR ENTERPRISES, INC.
[ASSIGNOR].

By Tommy Graham
Print Name Tommy GRAHAM
Its President
Dated 4/21/2000