

10-27-0

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

11-13-2000

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



101513597

**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
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

1956250

- 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other

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.)

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. 20231

**TRADEMARK
REEL: 002172 FRAME: 0917**

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" value="1,956,250"/>	<input type="text" value="2,158,334"/>	<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"/>	<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):

\$

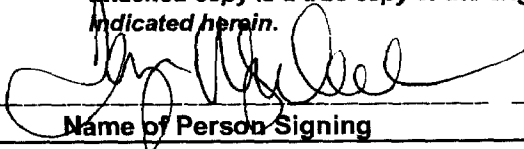
Method of Payment: Enclosed Deposit Account

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.

 TAWNYA WOJCIECHOWSKI 10/27/00

Name of Person Signing Signature Date Signed

ASSIGNMENT OF RIGHTS

THIS ASSIGNMENT OF RIGHTS (this "Assignment") is made this ~~24th~~ day of October, 2000, by The Borsack Group, Inc., a Nevada corporation ("Transferor"), in favor of El Portal Group, Inc., a Nevada corporation ("Transferee").

WHEREAS, Transferor desires to transfer to Transferee all right, title and interest in and to the trademarks, trademark registrations, service marks, service mark registrations, copyrights, copyright registrations, trade names and common law marks set forth on Exhibit "A" hereto and all rights created from the use or license of such assets by any person (collectively, the "Rights");

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Transferor hereby assigns, transfers and conveys to the Transferee all right, title and interest in and to the Rights and the registration(s) or applications thereof, including, without limitation, all U.S. trademark registrations or applications, foreign trademark registrations or applications, state trademark registrations or applications, any common law rights in the Rights, and any copyright registrations in the Rights, together with any and all income, royalties, damages and payments now or hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present or future infringements thereof, and all rights corresponding thereto throughout the world, and all of the goodwill of Transferor's business symbolized thereby or associated therewith together with the goodwill of the business which is symbolized by the Rights. Transferor hereby represents and warrants to Transferee that it owns all right, title and interest in and to the Rights, free and clear of all liens, encumbrances and charges.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed as of the date and year first above written.

TRANSFEROR

The Borsack Group, Inc.,
a Nevada corporation

By 

JOHN D. GORDON *Sec. Treas.*

[print name and title]

STATE OF Nevada)
) ss.
COUNTY OF CLARK)

On this 24th day of October, before me, a Notary Public within and for said County, personally appeared JAN CURRILL, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Jean Driggers
Notary Public



EXHIBIT "A"

TRADEMARKS/SERVICE MARKS

<u>Mark</u>	<u>Country/State</u>	<u>Appln./Reg. No.</u>	<u>Filed/Issued</u>
1. EPL & Design	USA	1,956,250	Feb. 13, 1996
2. CALIFORNIA LUGGAGE OUTLET CLO & Design	USA	2,158,334	May 19, 1998

COPYRIGHTS

<u>Title</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
1. EQUINOX PATTERN	VA-703-509	Feb. 15, 1995

TRADE NAMES/COMMON LAW MARKS

1. EL PORTAL
2. EL PORTAL COLLECTIONS
3. EL PORTAL LUGGAGE