

12-07-2000



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11.21.00

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

- 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 Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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)

12/06/2000 DBYRNE 00000199 75834274

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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: 002189 FRAME: 0664

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.

Becky L. Troutman

Becky L. Troutman
Signature

11/17/00

Date Signed

Name of Person Signing

NOTICE OF PUBLIC SALE OF PERSONAL PROPERTY COLLATERAL

NOTICE IS HEREBY GIVEN that, under the terms of loan agreements, promissory notes, security agreements, and other credit agreements (the "Agreements"), Primordial, LLC ("Debtor") granted to Jemison Investment Co., Inc., Corbin Day, Jr., Kenneth Rainin, and Tom Henwood, and their respective assignee ZCo, LLC (collectively "Secured Party") a security interest in substantially all of the Debtor's personal property, including accounts, chattel paper, general intangibles, intellectual property, inventory, equipment, fixtures, and goods (the "Collateral").

Because of the Debtor's defaults under the various Agreements, Secured Party will enforce its security interest in the Collateral pursuant to the California Uniform Commercial Code by a public sale which shall be held at the following time and place: **May 11, 2000, at 2:00 p.m., at 400 Van Ness Avenue, at the entrance to the City Hall, San Francisco, California.**

The Collateral being sold consists of all tangible and intangible assets of the Debtor, including without limitation all accounts, investment properties, general intangibles, "Intellectual Property" (as defined in the Agreements), equipment, and inventory, and all proceeds and products thereof.

The Collateral is located and may be inspected, by appointment only, at the Debtor's premises at 3040 Larkin Street, San Francisco, California 94109, between the hours of 9:00 a.m. to 5:00 p.m. from May 1 through May 9, 2000. Appointments should be made by contacting counsel for the Secured Party at the address and telephone number listed on the bottom of this Notice.

Secured Party may bid at the public sale. Such sale may be canceled, postponed, or continued by Secured Party at any time.

At the sale, all of Debtor's right, title, and interest in the Collateral may be sold as a unit or in parcels, and the sale will discharge Secured Party's lien on the Collateral and all subordinate liens and interests.

Secured Party will offer the property for sale as a unit or in parcels, on an "as is" and "where is" basis, without any warranty or representation of any kind. Payment shall be in cash or cashier's check, or on such terms as Secured Party, in its sole discretion, may agree to in advance of the sale.

Any sales taxes will be the responsibility of the buyer. Bids may be oral but are subject to the terms of a Secured Bill of Sale which the buyer will be required to acknowledge.

For further information, you may contact counsel for Secured Party at:

Louis J. Cisz, III, Esq.
THELEN REID & PRIEST LLP
101 Second Street, Suite 1800
San Francisco, California 94105-3601
Telephone: 415/369-7344
Facsimile: 415/369-8625

Dated: May 1, 2000

1 **PROOF OF SERVICE**

2 I, Karleen Hall, am employed in the County of San Francisco, California. I am
3 over the age of 18 years and not a party to the within action. My business address is 101 Second
4 Street, Suite 1800, San Francisco, California 94105. On May 4, 2000, I caused the within to be
5 served:
6

7 **NOTICE OF PUBLIC SALE OF PERSONAL PROPERTY**
8 **COLLATERAL (A COPY OF WHICH IS ATTACHED HERETO)**

9 to the parties in this action, via the method(s) specified below addressed as follows:

10 **See attached list**

- 11 (BY MAIL) I caused each such envelope, with postage thereon fully prepaid, to be placed in the United States mail at San Francisco, California.
- 12 (BY MESSENGER) I caused to be delivered by hand the attached documents to the person(s) named above.
- 13
- 14 (OVERNIGHT COURIER SERVICE) I delivered the above documents to the Federal Express Overnight Courier service, fees pre-paid, with instructions to deliver them the next business day to the persons listed above.
- 15
- 16 (BY FACSIMILE) I caused the attached documents to be transmitted via facsimile to the person(s) named above.
- 17

18 I declare under penalty of perjury that the foregoing is true and correct. Executed at
19 San Francisco, California, on May 4, 2000.
20

21 
22 _____
23 Karleen Hall

SERVICE LIST FOR PRIMORDIAL LLC

CivicBank of Commerce
Oakland Main
2101 Webster St., 14th Floor
Oakland, CA 94612

Vice President & Manager
CivicBank of Commerce
595 Market St., Suite 2880
San Francisco, CA 94105-2841
Attn: Mr. Ed Obuchowski

Canyon Ranch
8600 E. Rockcliff Road
Tucson, AZ 85750
Attn: Jerry Cohen

Jerry Cohen
c/o Canyon Ranch
8600 E. Rockcliff Road
Tucson, AZ 85750

Gene Tremblay
c/o Wellington Management
75 State Street
Boston, MA 02109

Vicki Dobbs
c/o I.L.M.
3155 Kerner Blvd.
San Rafael, CA 94901

The Banyan Group
3020 Bridgeway #246
Sausalito, CA 92965
Attn: Kristin Shannon

Tom Henwood
OMT Capital Management
One Montgomery Street, #3300
San Francisco, CA 94104

Tom Henwood
2502 Jackson Street
San Francisco, CA 94115

Carol Bright
1620 N. Carpenter Road, Bldg. D
Modesto, CA 95351

M.G.S. Enterprises, Inc.
West 188 North
11707 Maple Road
Germantown, WI 53022
Attn: Mark Sellers

Kenneth Rainin
26 Sea View Avenue
Piedmont, CA 94611

WINR Business Credit,
a Trade Name of Winthrop Resources
Corporation
1000 Opus Center
Minnetonka, MN 55343

Tahlequah Group, LLC
3020 Bridgeway, #246
Sausalito, CA 92965
Attn: Kristin Shannon

JATCO
725 Zwissig Way
Union City, CA 94587
Attn: Paul Appleblom

TICTOC
1999 Bryan Street, Suite 1910
Dallas, TX 75201
Attn: Mark Mears, CEO

Michael Joaquin Grey
3040 Larkin Street
San Francisco, CA 94109

Primordial, LLC
3040 Larkin Street
San Francisco, CA 94109
Attn: Greg McVey, President

SERVICE LIST FOR PRIMORDIAL LLC

Matthew P.D. Brown
450 Geary Street, Suite 400
San Francisco, CA 94102

Blythe Henwood
2502 Jackson Street
San Francisco, CA 94115

Cort Washington
224 Judah Street, Suite 3
San Francisco, CA 94122

Grey Partnership
25494 Hall Road
Junction City, OR 97448

Jemison Investment Co., Inc.
320 Park Place Tower
Birmingham, AL 35203
Attn: Jim Davis

Irell & Manella LLP as nominee
1800 Avenue of the Stars
Suite 900
Los Angeles, CA 90067
Attn: Robert Steinberg, Esq.

Tom Panos
49 Knickerbocker Lane
Orinda, CA 94563

Hayes Raffle
3350 East 9th Street
Oakland, CA 94610

Bob Wysocki
11015 Schaefer
Los Molinos, CA 96055

Cathy Kilbane, Esq.
Baker & Hostetler
3200 National City Center
1900 East 9th Street
Cleveland, OH 44114

Robert S. Stein, Esq.
Stein & Lubin, LLP
600 Montgomery Street, 14th Floor
San Francisco, CA 94111

Donald D. Buder, Esq.
Mandel Buder & Jacobsen
101 Vallejo Street
San Francisco, CA 94111

Fisher-Price, Inc.
636 Girard Avenue
East Aurora, NY 14052
Attn: Jerome Bossick,
Sr. Vice President, Finance/
CFO

Hasbro, Inc.
1027 Newport Avenue
Pawtucket, RI 02861
Attn: Alan G. Hassenfeld,
Chairman/CEO

Mattel, Inc.
333 Continental Blvd.
El Segundo, CA 90245-5012
Attn: Ronald M. Loeb,
Acting CEO

Tonka Corp.
6000 Clearwater Drive
Minnetonka, MN 55343
Attn: S.G. Shank, CEO

Binney & Smith Incorporated
1100 Church Lane
Easton, PA 18044

Brown, McMillan & Co., LLC
(Wham-O, Inc.)
930 Montgomery Street, Suite 301
San Francisco, CA 94133
Attn: Cabot Brown,
Managing Director

THELEN REID & PRIEST LLP

ATTORNEYS AT LAW
www.thelenreid.com

NEW YORK
WASHINGTON, D.C.
MORRISTOWN, N.J.

101 SECOND STREET, SUITE 1800
SAN FRANCISCO, CA 94105-3601
TEL (415) 371-1200 FAX (415) 371-1211

SAN FRANCISCO
LOS ANGELES
SILICON VALLEY
SOUTH PARK

November 17, 2000

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: U.S. Trademark Registration Nos. 2,184,475 for ZOOB; 2,229,010 for
PRIMORDIAL; and 2,239,215 for CITROID
U.S. Trademark Application Nos. 75/834,274 for ZOOB TUBE;
75/833,984 for ZOObDUDE; and 75/833,997 for DESIGN
Our Ref: 031470/2

Sir:

The following documents for the items listed below are attached for recordation against the captioned trademark registrations and applications. For convenience, a copy of this letter is attached to each separate Recordation Form Cover Sheet PTO-1618-A.

1. **Release of Security Interest in Trademarks**

- (a) PTO Form 1618-A;
- (b) Release of Security Interest in Trademarks by CivicBank of Commerce;
and
- (c) A check in the amount of \$165.00

2. **Security Interest from Primordial LLC to Jemison Investment Co., Inc.**

- (a) PTO Form 1618-A;
- (b) September 30, 1998 Amended and Restated Subordinated Promissory
Note and Security Agreement from Primordial LLC to Jemison
Investment Co., Inc. (with confidential information blocked out); and
- (c) A check in the amount of \$165.00

3. **Amendment to Jemison Investment Co., Inc.'s Security Interest**

- (a) PTO Form 1618-A;
- (b) May 27, 1999 First Amendment to Primordial, LLC Amended and
Restated Subordinated Promissory Note and Security Agreement (with
confidential information blocked out); and
- (c) A check in the amount of \$165.00

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REEL: 002189 FRAME: 0670

4. **Subordinated and Convertible Promissory Note and Security Agreement to Jemison Investment Co., Inc.**
 - (a) PTO Form 1618-A;
 - (b) May 27, 1999 Primordial, LLC/Jemison Investment Co., Inc. Subordinated Convertible Promissory Note and Security Agreement (with confidential information blocked out); and
 - (c) A check in the amount of \$165.00

5. **Assignment and Assumption Agreement between Jemison Investment Co., Inc. and ZCo, LLC.**
 - (a) PTO Form 1618-A;
 - (b) May 1, 2000 Assignment and Assumption Agreement between Jemison Investment Co., Inc. and ZCo, LLC (with confidential information blocked out); and
 - (c) A check in the amount of \$165.00

6. **Notice of Public Sale of Personal Property Collateral**
 - (a) PTO Form 1618-A;
 - (b) May 1, 2000 Notice of Public Sale of Personal Property Collateral; and
 - (c) A check in the amount of \$165.00

7. **Secured Party Bill of Sale**
 - (a) PTO Form 1618-A;
 - (b) May 12, 2000 Secured Party Bill of Sale (with confidential information blocked out); and
 - (c) A check in the amount of \$165.00

8. **Nunc Pro Tunc Trademark Assignment**
 - (a) PTO Form 1618-A;
 - (b) May 12, 2000 Nunc Pro Tunc Trademark Assignment from Primordial LLC to ZCo, LLC
 - (c) A check in the amount of \$165.00

Should any additional charges be incurred in this matter, please charge them against the deposit account of Thelen Reid & Priest LLP, Account No. 50-0918.

Sincerely,


Becky L. Troutman

Enclosures

SF #491355 v1