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

<p>1. Name of conveying party(ies):</p> <p><u>Lip-Ink International</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Rosemarie Nichols</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>225 38th Street</u> <u>Manhattan Beach</u> City: _____ State: <u>CA</u> Zip: <u>90266</u></p> <p><input checked="" type="checkbox"/> Individual(s) citizenship <u>United States</u> <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ JUN - 7 - 01 <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 30, 2001</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>76/063,060</u></p>	<p>B. Trademark Registration No.(s)</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Marnie Wright Barnhorst, Esq.</u></p> <p>Internal Address: <u>The Trademark Group</u></p> <p>Street Address: <u>2200 Symphony Towers</u> <u>750 B Street</u></p> <p>City: <u>San Diego</u> State: <u>CA</u> Zip: <u>92101</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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Marnie Wright Barnhorst, Esq. MMB
Name of Person Signing Signature

_____ 6/4/01
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