

12-19-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MAR 1 2001

3-16-01

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 BLUE Q

09 28 2000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name BLUE Q CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 103 Hawthorne Avenue

Address (line 2) _____

Address (line 3) Pittsfield Massachusetts 01201
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 Massachusetts

04/02/2001 BTOM11 00000166 76032405

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 225.00 DP

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

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" value="76/032405"/>	<input type="text" value="76/056970"/>	<input type="text" value="75/699110"/>	<input type="text" value="2,400,602"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/057561"/>	<input type="text" value="76/057562"/>	<input type="text"/>	<input type="text" value="2,319,030"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/057560"/>	<input type="text" value="75/936805"/>	<input type="text"/>	<input type="text" value="2,323,868"/>	<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.

Sonya del Peral
Name of Person Signing

Sonya del Peral
Signature

March 14, 2001
Date Signed

ASSIGNMENT

WHEREAS, BLUE Q, a Massachusetts partnership having a principal place of business at 103 Hawthorne Avenue, Pittsfield, Massachusetts (hereinafter referred to as the "Assignor") is the owner of various trademarks and trademark applications; and

WHEREAS, Assignor is in the process of transferring its assets to BLUE Q CORPORATION, a Massachusetts corporation formed on May 17, 2000, having a principal place of business at 103 Hawthorne Avenue, Pittsfield, Massachusetts (hereinafter referred to as the "Assignee"); and

WHEREAS, Assignor is the owner, has adopted and is using the words "MIRACLE BRAND" as a trademark; and

WHEREAS, Assignor has applied for and received a federal trademark registration for "MIRACLE BRAND," specifically Registration Number 2400602, from the United States Patent and Trademark Office; and

WHEREAS, Assignor is the owner, has adopted and is using the words "DIRTY GIRL" as a trademark; and

WHEREAS, Assignor has applied for and received two federal trademark registrations for "DIRTY GIRL," specifically Registration Numbers 2319030 and 2323868, from the United States Patent and Trademark Office; and

WHEREAS, Assignor is the owner, has adopted and is using the words "VIRGIN SLUT" as a trademark; and

WHEREAS, Assignor has applied for and received a federal trademark registration for "VIRGIN SLUT," specifically Registration Number 2357285, from the United States Patent and Trademark Office; and

WHEREAS, Assignor is the owner, has adopted and is using the words "FORBIDDEN FRUIT" as a trademark; and

WHEREAS, Assignor has applied for a federal trademark registration for "FORBIDDEN FRUIT" from the United States Patent and Trademark Office and has received Serial Number 76032405 therefor; and

WHEREAS, Assignor is the owner, has adopted and is using the words "BLUE Q" as a trademark; and

WHEREAS, Assignor has applied for a federal trademark registration for "BLUE Q" from the United States Patent and Trademark Office and has received Serial Numbers 76057561, 76057560, 76056970, and 76057562 therefor; and

WHEREAS, Assignor has adopted and intends to use the words "DIRTY BOY" as a trademark; and

WHEREAS, Assignor has applied for a federal trademark registration for "DIRTY BOY" from the United States Patent and Trademark Office and has received Serial Number 75936805 therefor; and

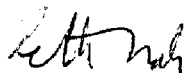
WHEREAS, the Assignor and the Assignee are desirous of confirming the assignment for purposes of filing the same with the United States Patent and Trademark Office and other appropriate governmental offices.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor sold, transferred, assigned, and delivered, and hereby sells, transfers, assigns and delivers unto Assignee, effective as the date hereof, all right, title and interest in and to the Marks and to the Applications for the United States Patent and Trademark Office registrations therefor, together with the goodwill of the business connected with and symbolized by the Marks and the Applications, as well as all rights to damages or profits, due or accrued, arising out of past infringement of the Marks or injury to said goodwill and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed on behalf of the Assignor by its duly authorized officer as of the date hereof.

BLUE Q

By: _____



Seth Nash
Partner

Date: September 28, 2000