

10-24-2001



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Docket No.:

B0205-5001

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To the Honorable Commissioner of Pat

101884089

attached original documents or copy thereof.

10-11-01

1. Name of conveying party(ies):

Mary Boncutter
Ivan Spiers

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 9, 2001

2. Name and address of receiving party(ies):

Name: Back Beat, Inc.

Internal Address: _____

Street Address: 17352 Von Karman

City: Irvine State: CA ZIP: 92614

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/784498 75/048275
75/048466 75/308197
75/048537 74/596151

B. Trademark Registration No.(s)

1805357
2256563
2216152

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Douglas M. Lipstone, Esq.

Internal Address: _____

Buchalter, Nemer, Fields & Younger

Street Address: 601 So. Figueroa St, # 2400

City: Los Angeles, State: CA ZIP: 90017

6. Total number of applications and registrations involved:.....

9

7. Total fee (37 CFR 3.41):.....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500977

DO NOT USE THIS SPACE

9. 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.

Douglas M. Lipstone, Esq.

Name of Person Signing

Signature

October 11, 2001

Date

Total number of pages including cover sheet, attachments, and

5

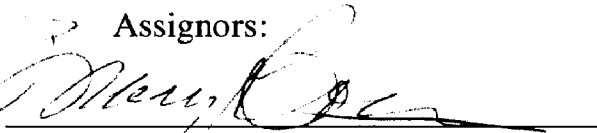
TRADEMARK ASSIGNMENT

WHEREAS, Mary Boncutter and Ivan Spiers, with their principal place of business at 17352 Von Karman, Irvine, California 92614, (hereinafter, "Assignors"), have adopted and are using the trademarks identified on Exhibit "A", which is attached hereto and incorporated herein by this reference (hereinafter, the "Marks", which term shall also include any registrations or applications therefore, including, without limitation, those registrations and applications identified on Exhibit "A", as well as all common law rights therein);

WHEREAS, Back Beat, Inc., a California corporation, with its principal place of business at at 17352 Von Karman, Irvine, California 92614, (hereinafter, "Assignee"), is desirous of acquiring the Marks and all of Assignors' right, title and interest in the Marks, plus the goodwill of the business in connection with which the Marks are used;

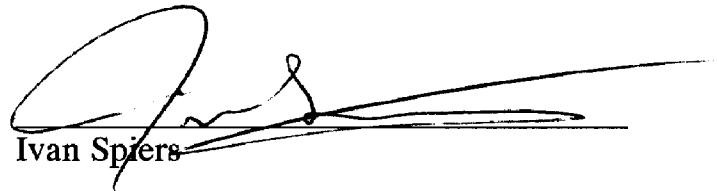
NOW, THEREFORE, effective as of April 16, 2001, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors, as part of their assignment of their business assets to Assignee, assigns and transfers unto Assignee, its successors and assigns, all of Assignors' right, title and interest in and to the Marks together with the goodwill symbolized by the Marks, and any and all claims and demands at law or in equity that Assignors now have or may hereafter acquire on account of any infringement of the Marks prior to the date hereof.

Assignors:



Mary Boncutter

Signed October 9, 2001



Ivan Spiers

Exhibit "A"

INTELLECTUAL PROPERTY

1. Trademarks

File No. Serial	Country	Mark	Class	Status	Serial Registration Number	Registration Date
65416	Benelux	26 REDTRED	25	Registered	625594	02/19/98
58284	Brazil	26 RED	25	Registered	819131490	08/02/00
63756	Brazil	26 REDTRED	25	Registered	819834345	08/24/99
61803	Brunei Darussalan	26 RED (Stylized)	25	Registered	23498	07/21/97
46408	Canada	26 RED	25	Registered	468071	12/30/96
61466	Canada	26 REDTRED	25	Registered	504208	11/17/98
58283	China	26 RED	25	Registered	1432213	08/13/00
47562	France	26 RED	25	Registered	93451719	01/21/93
63509	France	26 REDTRED	25	Registered	97667122	03/05/97
47509	Germany	26 RED	25	Registered	2101133	09/18/96
58326	Germany	26 RED Logo	25	Registered	2081145	10/18/94
61475	Germany	26 REDTRED	25	Registered	39716679	07/11/97
60500	Guatemala	26 RED	25	Filed	n/a	n/a
48166	Italy	26 RED	25	Registered	636179	11/25/94
61814	Italy	26 REDTRED	25	Registered	818816	06/20/00
58316	Japan	26 RED SUGAR	25	Registered	4139056	04/24/98
77626	Japan	26 RED SUGAR	3	Pending	n/a	09/05/00
61471	Japan	26 REDTRED	25	Registered	4164933	07/10/98
65422	S. Korea	26 RED Design	25	Registered	442625	02/24/99
61472	S. Korea	26 REDTRED	25	Registered	419978	09/07/98
61472	S. Korea	26 REDTRED	25	Registered	419977	09/07/98
61472	S. Korea	26 REDTRED	25	Registered	420990	09/14/98
58281	Macau	26 RED	25	Registered	14963-M	05/04/96

File No. SER	Country	Mark	Class	Status	Priority Reference Number	Priority Registration Date
59721	Macau	26 RED	9	Registered	14736	04/03/96
59722	Macau	26 RED	18	Registered	14735	04/03/96
62724	Malaysia	26 RED	25	Pending	94/07251	07/16/97
63824	Mexico	REDTRED	25	Registered	584301	07/31/98
64329	Panama	26 REDTRED	25	Registered	93198	02/01/00
61806	Philippines	26 RED	25	Pending	00122906	07/24/97
58280	Portugal	26 RED Logo	25	Registered	314277	09/12/96
64328	Singapore	26 RED	18	Registered	B7919/94	09/12/94
69612	Singapore	26 RED	25	Filed	6952/94	08/94
61468	Singapore	26 REDTRED	25	Registered	2680/97	03/08/97
63633	South Africa	26 RED	25	Published	97/16348	10/28/97
58287	South Africa	26 RED & Design	25	Registered	96/1035	01/29/96
61801	Switzerland	26 RED	25	Registered	447845	12/23/97
61474	U.K.	26 REDTRED	25	Registered	2125761	03/05/97
45143	U.S.	26 RED	25	Registered	1805357	11/16/93
63513	U.S.	26 RED SUGAR	25	Registered	2256563	06/29/99
70680	U.S.	26 RED SUGAR	3	Published	75/784498	08/25/99
63512	U.S.	26 REDTRED	25	Registered	2216152	01/05/99

5002 US REDTRED 25 Pending 254236 05/07/01
 2. Copyright

File No.	Country	Mark	Class	Status	Priority Reference Number	Priority Registration Date
66552	U.S.	WINK (copyright)	n/a	Registered	VA938-391	07/08/98

3. Abandoned Matters

File No. (SER)	Country	Mark	Class	Status	File Registration Number	File Registration Date
63674	Argentina	26 REDTRED	25	Abandoned	2074728	03/04/97
46403	Japan	26 RED	24	Abandoned	50769/1992	03/31/92
58285	Korea	26 RED	25	Abandoned	96-25316	06/14/96
61473	Malaysia	26 REDTRED	25	Abandoned	97-09746	07/13/97
61473	Malaysia	26 RED	25	Abandoned	97-09747	07/13/97
58225	Mexico	26 REDTRED	25	Abandoned	339090	07/09/98
58286	Mexico	26 RED	25	Abandoned	360169	01/14/99
58279	Singapore	26 RED	9	Abandoned	7918/94	n/a
61470	Spain	26 REDTRED	25	Abandoned	2078373	03/05/97
58277	U.K.	26 RED & Design	25	Abandoned	2163573	04/09/98
58317	U.S.	26 REDSUGAR & DESIGN	25	Abandoned	75/048466	01/25/96
58320	U.S.	26 REDTRED & DESIGN	25	Abandoned	75/048537	01/25/96
58323	U.S.	26 REDTIC	14	Abandoned	75/048275	006/13/96
61986	U.S.	26 REDHOUSE	20	Abandoned	75/308197	06/13/97
58312	U.S.	26 RED EYE	9	Abandoned	74/596151	11/07/94
63403	Venezuela	26 REDTRED	25	Abandoned	4207-98	03/12/98
63634	Venezuela	26 RED	25	Abandoned	4325-98	03/12/98

4. Opposition Matters

File No. (SER)	Country	Mark	Class	Status	File Registration Number	File Registration Date
65410	Brazil	RED 27	25	Pending	8191314 90	04/28/96
73273	Canada	RED 36	25	Pending	342299	n/a
63788	Mexico	26 RED LOGO	25	Abandoned	245930	10/10/95