

01-28-2002



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

ELITE RACING, INC.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: ROCK 'N' ROLL MARATHON, INC.

Internal Address:

Street Address: 5452 Oberlin Drive, Ste. B

City: San Diego State: CA Zip: 92121

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 15, 2001

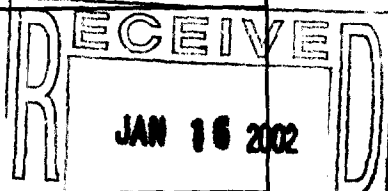
4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,131,333

Additional number(s) attached Yes No



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

Name: Richard K. Circuit, Esq.

Internal Address:

Circuit McKellogg Kinney & Ross LLP

Street Address: 1205 Prospect Street, #400

City: La Jolla State: CA Zip: 92037

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

Not Applicable

(Attach duplicate copy of this page if paying by deposit account)

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.

Richard K. Circuit, Esq.

Signature

November 27, 2001

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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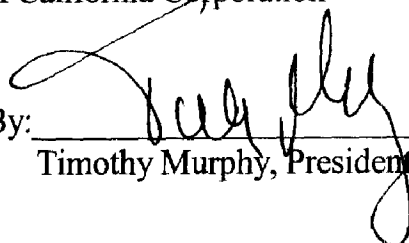
**ASSIGNMENT OF FEDERAL SERVICE MARK
"Rock 'N' Roll Marathon"**

WHEREAS, ELITE RACING, INC., a California corporation, 5452 Oberlin Drive, Suite B, San Diego, California, 92121 ("Assignor"), has adopted, used and is using the service mark "Rock 'N' Roll Marathon, Registration No. 2,131,333, registered on January 20, 1998; and

WHEREAS, ROCK 'N' ROLL MARATHON, INC., a California corporation, 5452 Oberlin Drive, Suite B, San Diego, California, 92121 ("Assignee"), is desirous of acquiring said service mark;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ELITE RACING, INC., a California corporation, does hereby assign to ROCK 'N' ROLL MARATHON, INC., a California corporation, all right, title and interest in and to the service mark and the goodwill of the business symbolized thereby.

ELITE RACING, INC.
A California Corporation

By: 

Timothy Murphy, President

Dated: November 15, 2001

{GC5221.DOC:}

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

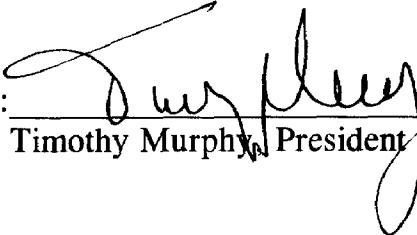
APPOINTMENT OF NEW ATTORNEY

Mark: "Rock 'N' Roll Marathon"
Applicant: Elite Racing, Inc.
Serial No.: 75/161168
Registration No.: 2,131,333
Registration Date: January 20, 1998

The undersigned Applicant hereby revokes all previous powers of attorney and appoints RICHARD K. CIRCUIT, ESQ., 1205 Prospect Street, Suite 400, La Jolla, California 92037, telephone (858) 459-0581, member of the Bar of the State of California, its attorney herein, with full power of substitution and revocation to transact all business in the Patent and Trademark Office in connection herewith.

ELITE RACING, INC.

By: _____


Timothy Murphy, President