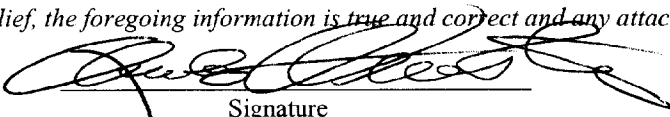


07-16-2002



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Attached original documents or copy thereof.

| | |
|--|---|
| To the Honorable Commissioner of Patents | |
| 1. Name of conveying party(ies): Mecca Group Pty Ltd Individual(s) General Partnership Corporation <input checked="" type="checkbox"/> Other - an Australian company | 2. Name and address of receiving party(ies): Stirling Group PLC Atlantic Street Broadheath, Altrincham Cheshire WA14 5FY England Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation _____ <input checked="" type="checkbox"/> Other: a British Public Limited Company |
| Additional name(s) of conveying party(ies) attached? Yes <input checked="" type="checkbox"/> No | |
| 3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment Security Agreement Other Merger Change of Name Execution Date: <u>December 4, 2001</u> | If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes <input checked="" type="checkbox"/> No |
| 4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/687995</u> <u>76/087740</u> | B. Trademark Registration No.(s) 1849379 |
| Additional numbers attached? Yes <input checked="" type="checkbox"/> No | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Charles E. Weinstein, Esq.</u> Internal Address: <u>Foley Hoag LLP</u> Street Address: <u>World Trade Center West,</u> <u>155 Seaport Boulevard</u> City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02210-2600</u> | 6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$90.00 Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account |
| | 8. Deposit account number: <u>06-1446</u> (Attach duplicate copy of this page if paying by deposit account) |
| DO NOT USE THIS SPACE | |
| 9. Statement and signature. <i>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.</i> <u>Charles E. Weinstein, Esq.</u> Name of Person Signing  Signature <u>July 3, 2002</u> Date Total number of pages comprising cover sheet: 1 | |

OFFICE OF THE REGISTER OF PATENTS AND TRADEMARKS
2002 JUL 10 AM 9:07
FINANCE SECTION

07/15/2002 DBYRME 00000147 061446 75687995

01 FC:481 40.00 CH
02 FC:482 50.00 CH

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: HEADWORX
App. No.: 75/687995 ✓
App. Date: April 22, 1999
Applicant: Stirling Group PLC
Class: 25

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Sir:

DESIGNATION OF DOMESTIC REPRESENTATIVE

Charles E. Weinstein, Esq., Susan Barbieri Montgomery, Esq., Donna M. Weinstein, Esq., John L. Welch, Esq., W. Hugo Lieppmann, Esq., Thomas M.S. Hemnes, Esq., T. Maria Lam, Esq., and Bruce R. Parker, Esq. members of the bar of The Commonwealth of Massachusetts, whose postal address is Foley, Hoag & Eliot LLP, One Post Office Square, Boston, Massachusetts 02109, are hereby designated Applicant's representatives upon whom notice or process in proceedings affecting this application may be served.


REVOCAION OF POWER OF ATTORNEY AND APPOINTMENT OF NEW ATTORNEY

Applicant hereby revokes all previous powers of attorney and appoints Charles E. Weinstein, Esq., Susan Barbieri Montgomery, Esq., Donna M. Weinstein, Esq., John L. Welch, Esq., W. Hugo Lieppmann, Esq., Thomas M.S. Hemnes, Esq., T. Maria Lam, Esq., and Bruce R. Parker, Esq. of Foley, Hoag & Eliot LLP, One Post Office Square, Boston, Massachusetts 02109, (617) 832-1000, Members of the Bar of The Commonwealth of Massachusetts to transact all business in the U.S. Patent and Trademark Office in connection with the above-referenced application, and to receive all correspondence from the U.S. Patent and Trademark Office in connection therewith.

AUTHORIZATION

The undersigned hereby authorizes the U.S. attorneys or agents named herein to accept and follow instructions from Barlin Associates as to any action to be taken in the U.S. Patent and Trademark Office regarding this application without direct communication between the U.S. attorneys or agents and the undersigned. In the event of a change in the persons from whom instructions may be taken, the U.S. attorneys or agents named herein will be so notified by the undersigned.

Respectfully submitted,
STIRLING GROUP PLC

By: 
Name: PETER CRONIN LE RUBY
Title: FINANCE DIRECTOR

Date: 24 May, 2002

NUNC PRO TUNC ASSIGNMENT

MECCA GROUP PTY LTD, an Australian company have a principal place of business at 50 Robbs Road, West Footscray, Victoria 3012, Australia ("Assignor"), is the record owner of the marks identified in Exhibit A and the U.S. trademark registration and applications therefore ("the Trademarks")

On 4 December 2001 **STIRLING GROUP PLC**, a British entity with its principal place of business at Atlantic Street, Broadheath, Altrincham, Cheshire WA14 5FY, England ("Assignee"), acquired the Trademarks from Assignor.

Assignee is the owner in fact of the Trademarks and the parties desire to reflect this fact in the records of the U.S. Patent and Trademark Office.

In consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns nunc pro tunc as of 4 December 2001 to Assignee all its right, title and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for past infringements, dilution, and other violations.

The Commissioner is requested to issue the certificates of registration to Assignee.

MECCA GROUP PTY LTD


By : 
 Name : CHARLES BAKER
 Title : DIRECTOR
 Date : 18 February 2002

EXHIBIT A

| TRADEMARK | SERIAL NO. | FILING DATE |
|------------------|-------------------|--------------------|
| HEADWORX | 75/687995 | 22 April 1999 |
| VOODOO DOLLS | 76/087740 | 12 July 2000 |

| TRADEMARK | SERIAL NO. | REGISTRATION DATE |
|------------------|-------------------|--------------------------|
| VOODOO DOLLS | 1849379 | 9 August 1994 |