

08-13-2002

Form PTO-1594

(Rev. 03/01)

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J.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Outkast, Inc.

8-9-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other November 8, 2001
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: High Schoolers, LLC

Internal

Address: c/o Outkast, Inc.

Suite 13 North 313

Street Address: 250 Spring Street

City: Atlanta State: GA Zip: 30303

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

Other Limited Liability Company - USA

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)

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

A. Trademark Application No.(s)

76242652

76242651

76346718

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Neil S. Goldstein, Esq.

Internal Address: Robinson Brog Leinwand

Greene Genovese & Gluck P.C.

Street Address: 1345 Avenue of the

Americas, 31st Floor

City: New York State: NY Zip: 10105

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Neil S. Goldstein

Name of Person Signing

[Signature]

Signature

8/16/02

Date

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

08/12/2002 TBIAZ1

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40.00 OP
50.00 OP

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

TRADEMARK
REEL: 002561 FRAME: 0133

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT made as of November 8, 2001, by and between Outkast, Inc., a Georgia corporation ("Assignor") and High Schoolers, LLC, a Delaware limited liability company ("Assignee").

R E C I T A L S:

WHEREAS, Assignor owns and uses in its business certain trademarks and is the registrant of trademark applications in the United States Patent and Trademark Office of said trademarks as shown on the attached Schedule A (the "Marks");

WHEREAS, Assignor desires to transfer and assign to Assignee all of Assignor's right, title and interest in and to the Marks and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business therewith;

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, said Assignor has, as of November 8, 2001, sold, assigned and transferred and by these presents does hereby sell, assign, and transfer unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the said Marks and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

IN WITNESS WHEREOF, Assignor has executed this instrument as of the date first set forth above.

Outkast, Inc.

By: _____
Name: _____
Title: _____

SCHEDULE A

The Marks

The Marks are the following which are the subject of trademark applications in the United States Patent and Trademark Office:

1. OUTKAST, Serial Number 76242652 (Class 025)
2. OUTKAST, Serial Number 76242651 (Class 018); and
3. The Winged "O" Stylized Design, Serial Number 76346718 (Class 025).