

01-28-2003

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TRADEMARK
FINANCE SECTION
U.S. Department of Commerce
Patent and Trademark Office



102344117
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year _____

Merger

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Marshall Management Company Execution Date
Month Day Year 01102003

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Nevada

Receiving Party

Mark if additional names of receiving parties attached

Name The Marshall Retail Group, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2330 Industrial Road

Address (line 2) _____

Address (line 3) Las Vegas NV 89102
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of ad hoc representative should be attached. (Designation must be a separate document from Assignment.)

01/28/2003 JJALLAN2 00000011 2068978

FOR OFFICE USE ONLY

90E
120E

01 FC:8521	40.00 OP
02 FC:8522	50.00 OP
03 FC:8523	120.00 OP

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

TRADEMARK
REEL: 002601 FRAME: 0796

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2068978"/>	<input type="text" value="2151244"/>	<input type="text" value="2064742"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.)

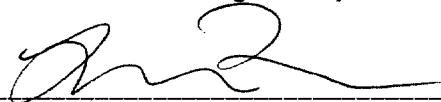
Deposit Account Number: #

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.

Brian A. Rupp, Esq.



01/29/03

Name of Person Signing

Signature

Date Signed

INTELLECTUAL PROPERTY ASSIGNMENT

In consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, MARSHALL MANAGEMENT COMPANY, a Nevada corporation ("MMC"), does hereby sell, assign, transfer and set over to THE MARSHALL RETAIL GROUP, LLC, a Delaware limited liability company, its successors and assigns (collectively "MRG"), its entire right, title and interest in and to certain marks set forth below (the "Marks"), any derivatives thereof and any ancillary property rights associated therewith, including, without limitation, any registered and unregistered trademarks, trade names, service marks, fictitious firm names, any logos, art work or design used by MMC in connection with the Marks, whether in the form of advertising, letterhead, business cards, signs or any other form or context, together with the goodwill of the business with which the Marks are used, for the United States and for all foreign countries, including any renewals and extensions of the registrations related thereto that are or may be secured under the laws of the United States or any foreign countries, now or hereafter in effect, and together with all rights to sue and recover for any past infringements of any of the Marks, the same to be held and enjoyed by MRG for its own use and benefit and for its successors and assigns.

MMC shall provide to MRG, its successors, assigns or other legal representatives, reasonable cooperation and assistance at MRG's reasonable request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required): (1) in the preparation and prosecution of any application for registration or any application for renewal of a registration covering any of the Marks; (2) in the prosecution or defense of any opposition, infringement or other proceedings that may arise in connection with any of the Marks including, but not limited to, testifying as to any facts relating to the Marks assigned herein and this Assignment; (3) in obtaining any additional trademark protection for the Marks that MRG reasonably may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries; and (4) in the implementation or perfection of this Assignment.

MMC authorizes and requests the Commissioner of Patents and Trademarks to record MRG as the assignee and owner of the Marks in the United States and any foreign equivalents.

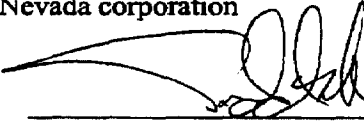
The Marks assigned by this Assignment are as follows:

1. Ali Baba's Treasures – Clark County Fictitious Firm Name
2. Bella Scarpa – Nevada Trade Name and Clark County Fictitious Firm Name
3. Biker Road – Federal Service Mark Registration Nos. 2,068,978 and 2,151,244, and Clark County Fictitious Firm Name
4. California Gift Shop – Clark County Fictitious Firm Name
5. Carina – Nevada Trade Name and Clark County Fictitious Firm Name
6. Citta Delle Luci – Nevada Trade Name and Clark County Fictitious Firm Name
7. Fremont Gift Shop – Clark County Fictitious Firm Name
8. Las Vegas Harley Davidson – Clark County Fictitious Firm Names
9. Magic Lamp – Clark County Fictitious Firm Name
10. Marshall•Rousso – Nevada Service Mark
11. Marshall Rousso – Nevada Service Mark and Clark County Fictitious Firm Names
12. Marshall Rousso on Park Avenue – Clark County Fictitious Firm Name
13. Mystic Falls Logo Shop – Clark County Fictitious Firm Name
14. Open Sesame – Clark County Fictitious Firm Name
15. Paradiso – Nevada Trade Name and Clark County Fictitious Firm Name
16. Stardust Gift Shop – Clark County Fictitious Firm Name
17. Stardust Newsstand – Clark County Fictitious Firm Name

- 18. Stratosphere Gifts – Clark County Fictitious Firm Names
- 19. The Company Store – Clark County Fictitious Firm Name
- 20. Trader Bill's – Nevada Trade Name and Clark County Fictitious Firm Name
- 21. Welcome to Las Vegas – Federal Service Mark Registration No. 2,064,742, Nevada Trade Name and Clark County Fictitious Firm Names
- 22. Wild Bill's Trading Company – Nevada Trade Name and Clark County Fictitious Firm Name

Dated as of this 10th day of January, 2003.

MARSHALL MANAGEMENT COMPANY,
a Nevada corporation

By: 

Todd Marshall, President

STATE OF NEVADA }
COUNTY OF CLARK } ss.

This instrument was acknowledged before me on January 10th, 2003, by Todd Marshall as President of MARSHALL MANAGEMENT COMPANY, a Nevada corporation.



Notary Public