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To the Honorable Commissioner of Patents and Trademarks or copy thereof.

1. Name of conveying party(ies):

Hoe Avenue, Inc.
d/b/a Metropolis
7401 Laurel Canyon Blvd. #25
North Hollywood, CA 91605

- Individual(s)
 - General Partnership
 - Corporation California
 - Other:
 - Association
 - Limited Partnership
- Additional name(s) of conveying parties attached? Yes No

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

Tweezerman Corporation
55 Sea Cliff Avenue
Glen Cove, New York 11542

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation New York
- Other:

3. Nature of conveyance:

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

Effective Date:

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(s) attached: Yes No

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

A. Trademark Application No.(s)

78/047,335

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No

FINANCIAL SECTION
DEC 11 AM 10:35

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

Name: James E. Rosini, Esq.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

JEAN PELKOWSKI
Name of Person Signing

Jean Pelkowski
Signature

December 4, 2002
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

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TRADEMARK
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TRADEMARK ASSIGNMENT

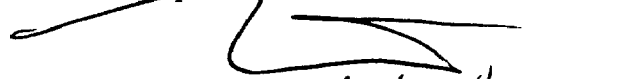
WHEREAS, Hoe Avenue, Inc., d/b/a Metropolis, a corporation organized under the laws of the State of California, having a place of business at 7401 Laurel Canyon Blvd, #25, North Hollywood, California 91605, (hereinafter "Assignor") is the owner of all right, title and interest in and to the trademark listed in the attached schedule (the "Trademark"); and

WHEREAS, Tweezerman Corporation, a corporation organized under the laws of the state of New York, having a place of business at 55 Sea Cliff Avenue, Glen Cove, New York 11542, (hereinafter "Assignee"). Assignee wishes to acquire from Assignor all of Assignor's rights in and to such trademark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee, of all of its rights, title and interest in and to the Trademark, together with the goodwill of the business appurtenant to and symbolized by the Trademark and including, without limitation, all common law rights in and to the Trademark and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Trademark, to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had such assignment not been made.

Date: 11/5/02

Hoe Avenue, Inc.
d/b/a Metropolis


Name: MICHAEL WITTMAN
Title: PRESIDENT

SCHEDULE A

MARK

SERIAL NO.

LEVEL-OUT (Stylized)

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