

01-02-2003



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U.S. DEPARTMENT OF COMMERCE  
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):

The Gary's Group, Inc.

12-9-02

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: January 31, 2001

2. Name and address of receiving party(ies)

Name: Gary's Operating, Inc.

Internal Address: \_\_\_\_\_

Street Address: 6711 Odessa Avenue

City: Van Nuys State: CA ZIP 91406

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be separate document from assignment)

Additional names(s) & address(es) attached?:  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,738,832

Additional numbers attached?  Yes  No

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

Name: James E. Brunton, Esquire

Internal Address: Suite 860

Street Address: 700 N. Brand Blvd.

City: Glendale State: CA ZIP: 91203

6. Total number of applications and registrations involved: .....

one

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0231

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

12/31/2002 MUELLER 00000190 1738832

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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.

James E Brunton Esquire

December 6 2002

TRADEMARK  
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FROM LATHAM &amp; WATKINS-SF FAX MACHINE #3

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### TRADEMARK ASSIGNMENT

This Trademark Assignment (this "*Assignment*"), dated as of January 31, 2001, is entered into between The Gary's Group, Inc., a Delaware corporation ("*Assignor*"), and Gary's Operating, Inc., a Delaware corporation ("*Assignee*"), and is made contemporaneously with the acquisition by Assignee of certain assets of Assignor.

### RECITALS

A. Assignee and Assignor have entered into a Contribution Agreement dated as of January 30, 2001 (the "*Asset Purchase Agreement*") which provides, among other things, for the acquisition by Assignee of certain assets of Assignor.

B. Assignor desires to transfer and assign all of its right, title to, and interest in the trademarks identified in Attachment I (the "*Transferred Trademarks*") to Assignee, and Assignee wishes to acquire the Transferred Trademarks.

### AGREEMENT

NOW, THEREFORE, for the consideration specified in the Contribution Agreement and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant, bargain, transfer, sell, assign, convey and deliver to Assignee all right, title to, and interest in the Transferred Trademarks and the goodwill of the business associated therewith. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignor had this assignment not been made, including all rights of action and damages for past infringement, for the full term of the Transferred Trademarks, or of any renewal, reissue, prolongation or extension thereof.

Jonathan S. Hill

(818) 997-6737

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IN WITNESS WHEREOF, this Assignment has been duly executed on behalf of Assignor by its duly authorized officer as of the date first written above

THE GARY'S GROUP, INC.

*Jonathan S. Hill*  
Name: Jonathan S. Hill  
Title: Secretary / Treasurer

STATE OF California

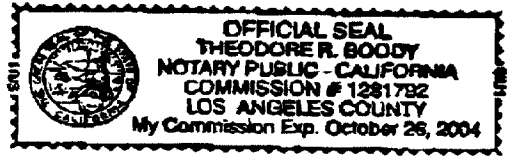
COUNTY OF Los Angeles

On 12-05-2002 before me, TR. Boody, personally appeared Jonathan S. Hill, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

*Theodore R. Boody*  
Notary Public in and for the State of California  
County and State

[SEAL]



Jonathan S. Hill

(818) 997-6737

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ATTACHMENT 1

Mark Serial/Registration Number	Country	Status
JEFFREY MORTON FORMAL WEAR Serial No. 74262646 Reg. No. 1738832	United States	Registered Reg. Date 12/8/1992