

01-07-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



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Tab settings

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

1. Name of conveying party(ies): COOGI AUSTRALIA INC.

12-16-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 4, 2002

2. Name and address of receiving party(ies)

Name: COOGI NOMINEES PTY LTD

Internal Address:

Address:

Street Address: 140 William Street

City: Melbourne State: Victoria Zip: 3000

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

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(es) attached? Yes No

OFFICE OF PUBLIC RECORDS 2002 DEC 16 AM 9:51 FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,499,662

Additional number(s) attached Yes No

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

Name: William H. Cox

Internal Address: Janvey, Gordon, Herlands, Randolph & Cox, LLP

Street Address: 355 Lexington Avenue

City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40

- 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.

William H. Cox Name of Person Signing

Signature

12/13/02 Date

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

01/06/2003 L MUELLER 00000234 1499662

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40.00 DP

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

TRADEMARK REEL: 2643 FRAME: 0723

JC

Assignment by Operation of Law

This document is submitted as a "transfer form" as defined in Division 9 of the California Commercial Code.

COOGI AUSTRALIA INC., a California corporation, with offices located at 28606 Livingston Avenue, Valencia, CA 91355 ("**Debtor**"), to secure certain obligations (the "**Obligations**") owing to NATIONAL AUSTRALIA BANK LIMITED ("**Bank**") granted to Bank, pursuant to that certain Security Agreement dated November, 2000, made by Debtor in favor of Bank (the "**Security Agreement**"), a security interest in certain of Debtor's assets (the "**Collateral**"), including, but not limited to, the following Trademark Registration in the United States Patent and Trademark Office (the "**Trademark**"):

Trademark	Registration No.	Issue Date
COOGI	1,499,662	August 9, 1988

Bank perfected its security interest in the Collateral by filing a Financing Statement (File #0104760178) in the office of the Secretary of State of the State of California effective on February 13, 2001.

Bank assigned the Obligations owing to it by Debtor and the related security interest in the Collateral to SHALINI PTY LTD and YARRAVIEW PTY LTD, (jointly and severally, the "**Secured Party**"), with offices located at 452 Johnson Street, Abbotsford, Victoria 3067, Australia, pursuant to that certain Deed of Acknowledgement, Release, and Assignment dated September 30, 2002, by and among Bank, Secured Party, Debtor, and COOGI AUSTRALIA RETAIL, INC. Bank authorized the filing of that certain Amendment (File #02275C0795), filed October 2, 2002, in the office of the Secretary of State of the State California, amending the original filing statement (File #0104760178), to evidence this assignment of record.

Debtor defaulted in performance of the Obligations now owing to Secured Party and Secured Party exercised its post-default remedies under Division 9 of the California Commercial Code § 9610.

As a result of the disposition of collateral pursuant to Division 9 of the California Commercial Code § 9610, and for good and valuable consideration paid by COOGI NOMINEES PTY LTD (Administrators Appointed) ("**Purchaser**"), with offices located at Level 25, 140 William St., Melbourne, Victoria 3000, Australia, by and through George Georges or Peter McCluskey, the joint and several Deed Administrators appointed pursuant to a Deed of Company Arrangement of COOGI NOMINEES PTY LTD dated October 22, 2002 entered into in accordance with the provisions of the Australian Corporations Act 2001 (Cth), to Secured Party, which was applied by Secured Party to reduce the Obligations owed

to Secured Party by Debtor and to secure the release from third parties of other security interests in the Trademark, all of Debtor's right, title and interest in and to said Trademark has been sold, assigned, and transferred to Purchaser.

Please promptly amend your records to reflect that Debtor's interest in the Trademark, and the goodwill associated with Debtor's trade in goods and services upon or in relation to which the Trademark has been used by Debtor or its licensees, has been transferred to Purchaser.

SECURED PARTY:

EXECUTED by
The Common Seal of Shalini Pty Ltd
ACN 052 470 041 was affixed in the
presence of: being signed by its
duly appointed attorney under
power John Richard Hutchings
in the presence of
R. Arthur

Witness Signature

RHONDA ARTHUR
Print Name

JOHN RICHARD HUTCHINGS

Sole Director and Sole Secretary
Signature

Print Name

Executed by Yarraview Pty Ltd CAN
060 185 015 by being signed by ^{its} Carlo
duly appointed attorney under
Jacky Taranto being the person
power John Richard Hutchings
authorised under its Constitution to sign
in the presence of
for the company in the presence of:

Witness Signature
R. Arthur

RHONDA ARTHUR
Print Name

JOHN RICHARD HUTCHINGS

Sole Director and Sole Secretary
Signature

Print Name

SIGNED by the said JOHN RICHARD HUTCHINGS
twice above, known personally to me, at Melbourne
AUSTRALIA this 4th day of November 2002.
Before me:-

Harvey Stephen Bruce

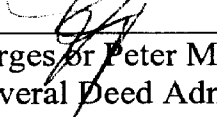
Harvey Stephen Bruce LLB, B.JURIS
Notary Public & a Current Practitioner within
the meaning of the Legal Practice Act 1996
HARVEY BRUCE & CO.
6/3 Bowen Cres. Melbourne 3004

599345.02 05

PURCHASER:

COOGI NOMINEES PTY LTD

(Subject to Deed of Company Arrangement)

By: 
George Georges or Peter McCluskey,
Joint and Several Deed Administrators

ACKNOWLEDGED AND AGREED:

DEBTOR:

COOGI AUSTRALIA INC.

By: _____
Name:
Title:

PURCHASER:

COOGI NOMINEES PTY LTD

(Subject to Deed of Company Arrangement)

By: _____

George Georges or Peter McCluskey,
Joint and Several Deed Administrators

ACKNOWLEDGED AND AGREED:

DEBTOR:

COOGI AUSTRALIA INC.

By: 

Name: *Peter McCluskey*
Title: *Director*

Victoria
State of ~~California~~)

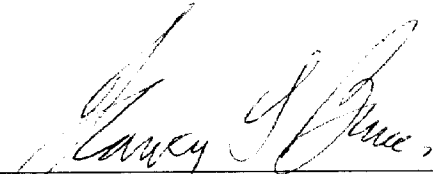
County of AUSTRALIA)

ss.

On 4th November 2002, before me, HARVEY STEPHEN BRUCE Notary Public, personally appeared JOHN RICHARD HUTCHINGS, who is/are 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.

Notary Seal



Notary Signature

Harvey Stephen Bruce LL.B. B.JURIS
Notary Public & a Current Practitioner within
the meaning of the Legal Practice Act 1996.
HARVEY BRUCE & CO.
6/3 Bowen Cres. Melbourne 3004