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12-13-02

RECORDATION FORM
TRADEMARKS ONLY

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): COOGI IP PTY LTD</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Corporation-Australia</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>COOGI PARTNERS, LLC</u> Internal Address: _____ Street Address: <u>43 William Street</u> City: <u>Brooklyn</u> State: <u>NY</u> Zip: <u>11205</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Company-New York</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 7, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>78/160740; 78/160741; 78/160743;</u> <u>78/160744; 78/160745</u></p>	<p>B. Trademark Registration No.(s) <u>2569827</u> <u>2522925</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>William H. Cox</u></p> <p>Internal Address: <u>Janvey, Gordon, Herlands</u> <u>Randolph & Cox, LLP</u></p> <p>Street Address: <u>355 Lexington Avenue</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10017</u></p>	<p>6. Total number of applications and registrations involved: <u>7</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>190</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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 12/13/02
Name of Person Signing Signature Date

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

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

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is entered into by **Coogi IP Pty Ltd** (ACN 060 149 902) (Subject to Deed of Company Arrangement), a Victorian corporation with offices located at 452 Johnston Street, Abbotsford, Victoria, Australia ("Assignor"), as assignor, in favor of **Coogi Partners LLC**, a New York corporation care of James Khezrie, 43 Hall Street, Brooklyn, New York, United States of America, 11205 ("Assignee"), as assignee, with reference to the following facts and circumstances:

Assignor is the proprietor of the following Trademark Registrations and the applicant seeking registration of the following Trademark Applications in the United States (the "Trademarks"):

<u>Trademark:</u>	<u>Registration No.:</u>	<u>Issue Date:</u>
Circle Device	2569827	14 May 2002
SOUL OF AUSTRALIA	2522925	25 December 2001

<u>Trademark:</u>	<u>Serial No.:</u>	<u>Filing Date:</u>
COOGI	78/160745	4 September 2002
COOGI	78/160744	4 September 2002
COOGI	78/160743	4 September 2002
COOGI	78/160741	4 September 2002
COOGI	78/160740	4 September 2002

WHEREAS, Assignee has acquired all right, title and interest in and to the Trademarks and related rights.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby confirm the assignment and transfer unto Assignee of all right, title and interest of Assignor in and to the Trademarks, including without limitation the Trademark Registrations and Applications identified above, together with the goodwill of the business symbolized by the marks and that portion of the Assignor's business to which the marks pertain, as well as its entire right, title and interest in and to all State registrations of the marks heretofore granted or applied for, and any and all common law rights to the Trademarks in the United States and any State thereof.

Assignor does hereby expressly agree that procedures be taken with the United States Patent and Trademark Office singly by Assignee to record the transfer of the Trademarks to Assignee.

In testimony whereof, Assignor has caused this Assignment to be executed by its officer(s) thereunto duly authorized.

Dated: 7 November 2002

By: 

Name: George Georges

Title: Joint Deed Administrator

JANVEY, GORDON, HERLANDS, RANDOLPH
& COX LLP

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OPERATING ACCOUNT
355 LEXINGTON AVE.
NEW YORK, NY 10017

DATE 12/13/02

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William H. Cox 

MEMO

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