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06-05-2003

FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE

6/93

Patent and Trademark Office

102457320 TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Water Girl U.S.A., L.L.C.

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

Add'l name(s) of conveying party(ies) attached? Yes No

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

Name: Water Girl USA, Inc.

Street Address: 259 West Santa Clara Street

City: Ventura State: California ZIP: 93001

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

3. Nature of conveyance:

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

Execution Date: May 28, 2003

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,356,910 2,074,242

Additional numbers attached? Yes No

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

Name: Lori N. Boatright

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2666

06/05/2003 TDIAZ1 00000103 022666 2356910

DO NOT USE THIS SPACE

01 FC:0524 120.00 CH
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.

Lori M. Stockton

Name of Person Signing

Signature

5/30/03

Date

06/05/2003 TDIAZ1 00000102 2356910

Total number of pages including cover sheet, attachments, and document: 2

01 FC:0524 40.00 OP
02 FC:0522 25.00 OP

TRADEMARK
REEL: 002664 FRAME: 0441

ASSIGNMENT

WHEREAS, Water Girl U.S.A., L.L.C. ("Assignor"), a California Limited Liability Corporation with a principal place of business at 259 West Santa Clara Street, Ventura, California, 93001, is the owner of the marks listed below ("the marks"), which are registered at the United States Patent and Trademark Office, namely

<u>Mark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
MISCELLANEOUS DESIGN	2,356,910	June 13, 2000
WATERGIRL	2,074,242	June 24, 1997;

AND, WHEREAS, Water Girl USA, Inc. a California corporation with a principal address at 259 West Santa Clara Street, Ventura, California, 93001 is desirous of acquiring said marks, the goodwill therefor and the registration thereof;

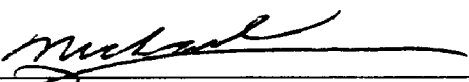
NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Water Girl U.S.A., L.L.C. does hereby assign into Water Girl USA, Inc. all right, title and interest in and to the stated marks, together with the good will of the business symbolized by the marks, and the above-identified registrations thereof.

IN WITNESS WHEREOF, Assignor has executed this assignment on the 28th day of

May, 2003.

Water Girl U.S.A., L.L.C.

Dated:



Michael Crooke
President