

03-05-2003

RECORDATION FORM COVER



TO: Director, United States Patent and Trade

102380416

PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR A COPY THEREOF.

1. Name and Status of CONVEYING PARTY (No additional conveying parties)

Vicente Holdings, Inc., a California corporation.
(By change of name from FSR Brokerage, Inc.)

3-303

OFFICE OF THE REGISTER
2002 APR -23 11:10:11
FINANCIAL SERVICES DIVISION

2. Name, Address, Status of RECEIVING PARTY

Coldwell Banker Residential Brokerage Company
(A California corporation)
27271 Las Ramblas
Mission Viejo, California 92691

3. Nature of Conveyance (Assignment, Merger, Name Change)

ASSIGNMENT

Execution Date: February 20, 2002
Effective Date: December 1, 2000

4. Serial Number(s) / Registration Number(s)

Registration Number 1,228,982 of March 1, 1983
for LOGO comprising two letter Fs one of which is inverted, and the other letter S
in the center.

Registration Number 1,228,983 of March 1, 1983
for FRED SANDS REALTORS together with said LOGO.

Registration Number 1,317,469 of January 29, 1985
for BORDER LOGO comprising two joined letter Ls, one inverted.

5. Contact Information

Fred Flam
P.O. Box 833
Bonsall, California 92003

6. Total Number of Properties: --- THREE

7. Total Fee: -- \$90.00

8. If discrepancy, charge FRED FLAM VISA 4070 0055 3205 0156 Exp. 04/04

03/04/2003 DBYRNE 00000091 1228982

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

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.

FRED FLAM

Dated: February 21, 2003

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

MEMORANDUM OF ASSIGNMENT OF TRADEMARK

PARTIES: The parties to this MEMORANDUM OF ASSIGNMENT are:

SELLER: Vicente Holdings, Inc.
(By change of name from FSR Brokerage, Inc.)
(A California corporation)
11611 San Vicente Boulevard
Los Angeles, California 90049

BUYER: Coldwell Banker Residential Brokerage Company
(A California corporation)
27271 Las Ramblas
Mission Viejo, California 92691

REPRESENTATIONS AND WARRANTIES: Seller represents that as of the effective date hereof, Seller was the owner of the following trademarks and the business goodwill pertaining thereto and symbolized thereby, and the owner of a certain registrations therefor as follows:

TRADEMARK: LOGO comprising two letter Fs one of which is inverted, and the other letter S in the center.
REGISTRATION NO: 1,228,982 in the United States Patent and Trademark Office
GOODS/SERVICES: REAL ESTATE BROKERAGE SERVICES
REGISTERED: March 1, 1983 on the Principal Register in Class 36

TRADEMARK: FRED SANDS REALTORS together with the LOGO comprising two letter Fs one of which is inverted, and the other letter S in the center.
REGISTRATION NO: 1,228,983 in the United States Patent and Trademark Office
GOODS/SERVICES: REAL ESTATE BROKERAGE SERVICES
REGISTERED: March 1, 1983 on the Principal Register in Class 36

TRADEMARK: BORDER LOGO comprising two letter Ls one of which is inverted to meet the companion L thereby to form a rectangle with two of the diagonal corners rounded.
REGISTRATION NO: 1,317,469 in the United States Patent and Trademark Office
GOODS/SERVICES: REAL ESTATE BROKERAGE SERVICES
REGISTERED: January 29, 1985 on the Supplemental Register

Seller further represents that Seller has granted no licenses to third parties to use said trademarks; that Seller has the right and power to assign said trademarks to Buyer; that Seller neither knows nor has reason to know of any current or unresolved claim of any third party that the use of said trademarks on goods or services with which said trademarks have been used by Seller is likely to cause confusion or mistake in the marketplace. Seller further states that Buyer is the successor to the ongoing and existing business of Seller.

GRANT: In consideration of the sum of One Hundred (\$100.00) Dollars and other good and valuable consideration, the receipt of which Seller hereby acknowledges, Seller hereby grants, sells, assigns and transfers to Buyer, and acknowledges that it has granted, sold, assigned and transferred to Buyer

ALL OF SELLER'S RIGHT TITLE AND INTEREST in and to the foregoing trademarks, the business goodwill pertaining thereto and symbolized thereby, and the registrations identified hereinabove, and any and all claims, demands and causes of action based upon infringement of the foregoing trademarks, THE SAME TO BE HELD AND ENJOYED BY BUYER as fully and entirely as the same might or could have been enjoyed by Seller had this assignment not been made.

SCOPE: The foregoing GRANT shall be operative and effective to vest full title in Buyer of said trademarks, said goodwill and said registrations, for the use of Buyer, Buyer's assigns and legal representatives.

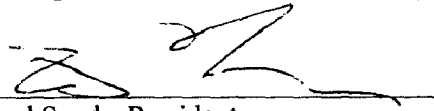
COOPERATION: Seller promises at any time upon request by Buyer to execute and deliver any and all proper documents or instruments that may be necessary or desirable to perfect the title of Buyer to the trademark rights subject to this assignment, all without further compensation, but at the expense of Buyer.

COVENANT: Unless licensed by Buyer so to do, Seller promises and agrees that Seller will not use from and after the effective date of this assignment, and will not authorize or license any other entity to use, any trademark that is the subject of this assignment as a trademark, service mark, corporate or business name or otherwise, whether alone or in combination with another mark or name.

EFFECTIVE DATE: The rights granted herein shall be deemed granted as of December 1, 2000.

AUTHORITY FOR RECORDING: Seller hereby authorizes the recording of this assignment with any appropriate governmental agency or ministry, and authorizes the publication of this assignment in any official gazette or journal.

SIGNATURE: Vicente Holdings, Inc.
(By change of name from FSR Brokerage, Inc.)

By 
Fred Sands, President

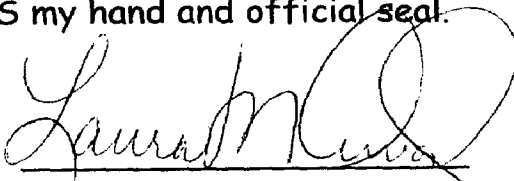
Dated: February 20, 2003

ALL PURPOSE ACKNOWLEDGEMENT

State of California |
County of Los Angeles | ss

On the date set opposite my signature, before me, the undersigned notary, personally appeared FRED SANDS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature 

Dated: 2/20/03

Notary Public

