

04-10-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. 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): 4-7-03 Spencer Douglass, MGA Individual(s) Association General Partnership Limited Partnership Corporation-State Other California Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Spencer Douglass, MGA Internal Address: Street Address: P.O. Box 1503 City: Rancho Santa Fe State: CA Zip: 92067 Individual(s) citizenship: United States Association General Partnership Limited Partnership Corporation-State Other 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 17, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,542,828 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Marnie Wright Barnhorst, Esq. Internal Address: The Trademark Group Street Address: 7850 Ivanhoe Avenue City: La Jolla State: CA Zip: 92037

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 500-405

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9. Signature. Marnie Wright Barnhorst, Esq. Name of Person Signing Signature Date 4-1-03

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

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

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TRADEMARK REEL: 002708 FRAME: 0516

ASSIGNMENT OF FEDERAL TRADEMARK REGISTRATION

WHEREAS, Spencer Douglass, MGA ("Assignor"), a California corporation, having a place of business at 5963 La Place Court, Suite 200, Carlsbad, California 92008, is the owner of the trademark **Design of Characters Behind Bars** registered in the United States Patent and Trademark Office on February 26, 2002 and assigned Registration No: 2,542,828;

WHEREAS, Spencer Douglass, MGA("Assignee"), a United States Individual, having a place of business at P.O. Box 1503, Rancho Santa Fe, California 92067, is desirous of acquiring said registered trademark;

NOW, THEREFOR, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademark together with all common law rights and the goodwill of the business symbolized by said trademark and registration thereof.

Signed at CARLSBAD, CA, this 17TH day of MARCH, 2003.

Spencer Douglass, MGA

[Handwritten Signature]

(Signature)

SPENCER DOUGLASS CEO

(Print or type name and position - must be an officer)

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO) ss.

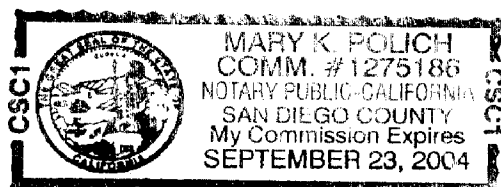
On 3/17, 2003, before me, the undersigned Notary Public, personally appeared SPENCER DOUGLASS

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/she executed the same in his/her capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

[Handwritten Signature]

(SEAL)



TRADEMARK

RECORDED: 04/07/2003

REEL: 002708 FRAME: 0517