



04-23-2003

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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.

<p>1. Name of conveying party(ies): 4-18-03 Folz Vending Co., Inc. and Folz Novelty Co., Inc.</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>FVFN Acquisition Corp.</u> Internal Address: _____ Address: _____</p> <p>Street Address: <u>397 S. Taylor Avenue</u> City: <u>Louisville</u> State: <u>CO</u> Zip: <u>80027</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ </p> <p><small>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 checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p> <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>April 15, 2003</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;"><u>2441905</u></p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Morrison Cohen Singer & Weinstein</u> LLP Internal Address: <u>ATTN: Venus Sahwany, Esq.</u></p> <hr/> <p>Street Address: <u>750 Lexington Avenue</u></p> <hr/> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <hr/> <p>7. Total fee (37 CFR 3.41).....\$<u>40</u>-----</p> <p> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account </p> <hr/> <p>8. Deposit account number:</p> <p>_____</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.

Venus Sahwany
 Name of Person Signing

Signature

4/17/03
 Date

Total number of pages including cover sheet, attachments, and document: 4

04/23/2003 ECOOPER 00000018 2441905 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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**ASSIGNMENT
OF
TRADEMARKS**

(Folz Vending Co., Inc. and Folz Novelty Co., Inc. to FVFN Acquisition Corp.)

This Assignment of Trademarks (this "*Assignment*") is executed as of April 15, 2003, by **FOLZ VENDING CO., INC.**, a New York corporation ("*FV*"), and **FOLZ NOVELTY CO., INC.** ("*FN*" and together with FV, the "*Assignors*"), with their respective principal offices at 3401 Lawson Boulevard, Oceanside, NY 11572, in favor of **FVFN ACQUISITION CORP.**, a Delaware corporation ("*Assignee*"), pursuant to that certain Asset Purchase Agreement dated March 14, 2003 (the "*Asset Purchase Agreement*"), by and among Purchaser, American Coin Merchandising, Inc., as guarantor, the Assignors, The Roger Folz Revocable Trust, and Roger Folz.

WHEREAS, pursuant to the Asset Purchase Agreement, Assignors have agreed to sell, transfer, and assign to Assignee all of Assignors' right, title, and interest in, to, and under the Acquired Assets (as defined in the Asset Purchase Agreement), including, without limitation, the trademark that is listed on Exhibit A (the "*Marks*").

NOW, THEREFORE, for the consideration described in the Asset Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, Assignors hereby agree as follows:

1. Incorporation. Exhibit A, which is attached to this Assignment, is incorporated by reference in this Assignment.

2. Marks. Assignors grant, assign, sell and transfer to Assignee and its successors and assigns, all of Assignors' right, title, interest and ownership in, to, and under the Marks, together with the goodwill of the business attributed to the Marks and all rights, privileges, claims, causes of action and options relating or pertaining to the Marks.

3. Authorizations. The Assignors represent and warrant to the Commissioner of Patents and Trademarks that they have full right to convey the entire interest in the Marks assigned pursuant to this Assignment, and that they have not executed, and covenant that they shall not execute, any agreements inconsistent herewith.

4. Attorney-in-fact. Assignors appoint each executive officer of Assignee as Assignors' duly authorized agent and attorney-in-fact, with full power of substitution, to execute, file, prosecute and protect the Marks before any government agency, court or authority. Assignors hereby waive all claims to moral or similar rights in, to, or under the Marks. Upon the request of Assignee and at Assignee's expense, Assignors shall execute and deliver to Assignee any additional assignments, documents and other instruments as may be necessary or desirable to fully and completely assign to Assignee the Marks and to assist Assignee in applying for, obtaining, prosecuting and enforcing the Marks in the United States and in any foreign country. If Assignee is unable for any reason whatsoever to obtain Assignors' signature or assistance, Assignors hereby irrevocably appoint Assignee, and each of its executive officers, as Assignors' duly authorized agent and attorney-in-fact, with full power of substitution, to sign, execute, and file in the name and behalf of Assignors any document required to apply for, obtain, prosecute and enforce the Marks in the United States or in any foreign country, including renewals, extension, and divisions, and to do all other lawful acts to further the issuance or prosecution of the Marks, all with the same legal force and effect as if done or executed by Assignors.

ASSIGNORS

FOLZ VENDING CO., INC.

By: Roger Folz
Name: Roger Folz
Title: President

FOLZ NOVELTY CO., INC.

By: Roger Folz
Name: Roger Folz
Title: President

ASSIGNEE

FVEN ACQUISITION CORP.

By: Randall J. Fagundo
Name: Randall J. Fagundo
Title: President and CEO

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 14th day of April, 2003, before me personally appeared Roger Folz, who, being by me duly sworn, did depose and say that he is President of each of FOLZ VENDING CO., INC., a New York corporation, and FOLZ NOVELTY CO., INC., a New York corporation, that he is authorized to execute the foregoing assignment on behalf of the foregoing corporations and that he did so by authority of the State of New York.

Stephen Soleymani
Notary Public, State of New York

Notarial Stamp: **STEPHEN SOLEYMANI**
Notary Public, State of New York
No. 02SO5002054
Qualified in Nassau County
Commission Expires September 21, 2005

[SIGNATURE PAGE OF ASSIGNMENT OF TRADEMARKS]

Exhibit A
to
Assignment of Trademarks
(Folz Vending Co., Inc. and Folz Novelty Co., Inc. to FVFN Acquisition Corp.)

TRADEMARKS – Registered

Mark	Territory	Filing Date	Registration No.	Registration Date	International Class
STICKERAMA	United States	4/20/99	2441905	4/10/01	009