

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into by and among the Herman Family Trust (the "Trust"), Ron Herman, Inc., a California corporation with its principal place of business at 8100 Melrose Avenue, Los Angeles, California, 90046 (the "Corporation"), Ron Herman, an individual ("Herman") (collectively, the "Assignors") and Barbara Garduno, p/k/a "Nina," an individual ("Garduno").

WHEREAS, the Trust has adopted, used and is using the trademarks FREE CITY, LIFE NATURE LOVE, and NEIGHBORHOOD;

WHEREAS, the Trust is the owner of certain trademarks set forth on Schedule A attached hereto (the "marks");

WHEREAS, Assignors desire to assign to Garduno all of their rights, title and interest in and to the trademarks, copyrights, artwork and graphics associated with those marks;

WHEREAS, Garduno desires to acquire said marks and the applications thereof;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignment: Assignors hereby assign and transfer to Garduno, absolutely and forever, their entire rights, title, and interest, whether statutory or at common law, whether protected as trademark, trade dress, copyright or otherwise, in and to the intellectual property associated with the marks, including, but not limited to, the goodwill associated with those marks, all corresponding applications, as well as all causes of action for any and all previously occurring infringements of the rights being assigned.

2. Further Assurances: Assignors hereby agree to execute any further documents as Garduno may reasonably request in order to fully carry out the terms of this Assignment.

IN WITNESS WHEREOF, this Assignment is effective this ____ day of October, 2003.

AGREED TO AND ACCEPTED:

HERMAN FAMILY TRUST

By: 
Dated: 10/22/03


Ron Herman, Trustee

By: 
Dated: 10/22/03

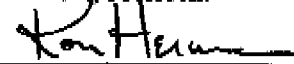
Barbara Garduno, p/k/a "Nina,"

RON HERMAN, INC.

an individual

By: 
Dated: 10/22/03

Ron Herman, President

By: 
Dated: 10/22/03

Ron Herman, an individual

APPLICATIONS

MARK	SERIAL NO.	FILING DATE
NEIGHBORHOOD		
FREE CITY	78/203,166	January 14, 2003
LIFE NATURE LOVE	78/203,204	January 14, 2003

Schedule A

MARKS

1



2

EATGREEN

3

**FREE
CITY**

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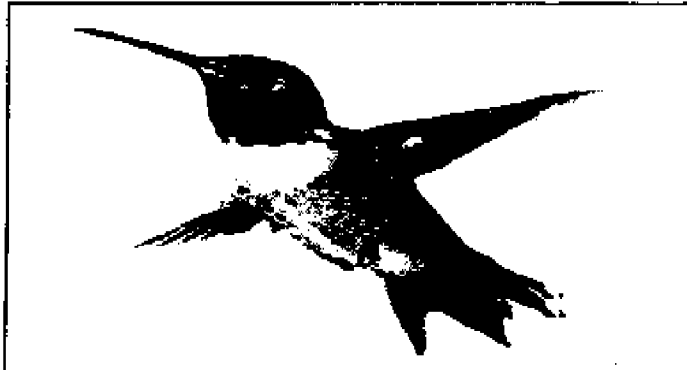
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