

6-25-03



TO THE ASSISTANT COMMISSIONER OF PATENT

and original documents or copy thereof.

102484383

1. Name of conveying party(ies): (If multiple assignors, list numerically)

BLUEPOINT INTERNATIONAL, INC.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State Illinois
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine **State:** CA **ZIP:** 92614

- Individual
- 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) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: **Security Interest**

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **April 25, 2003**

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

- a. Trademark Application No(s): 76/403,546
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

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MAY 05 2003
TRADEMARK SECTION

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

Name: James B. Bear
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine **State:** CA **ZIP:** 92614
Attorney's Docket No.: BLUIN.UCCI

7. Total fee (37 CFR 1.21(h)): \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 2

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.

James B. Bear
Name of Person Signing

Signature

6/23/03
Date

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

Mail documents to be recorded with required cover sheet information to:

06/26/2003 LNUPELLER 00000145 76403546

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

Mail Stop Assignment Recordation Services
 Director, U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

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UCC DIVISION

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SOSIL 10:40 6910211 FS

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
CRISTINA DIAZ (949) 721-5263

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**KNOBBE, MARTENS, OLSON & BEAR, LLP
ATTN: CRISTINA DIAZ
2040 MAIN STREET
14TH FLOOR
IRVINE, CA 92614**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
BLUEPOINT INTERNATIONAL, INC.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
25985 RAVENNA ROAD MISSION VIEJO CA 92692-5210 US

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
CORP. IL 62023775 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
KNOBBE, MARTENS, OLSON & BEAR, LLP

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2040 MAIN STREET, 14TH FLOOR IRVINE CA 92614 US

4. This FINANCING STATEMENT covers the following collateral:

"ALL OF DEBTOR'S INTELLECTUAL PROPERTY WHICH IS THE SUBJECT OF SECURED PARTY'S REPRESENTATION, ON ANY RECOVERIES FROM LITIGATION INVOLVING SUCH INTELLECTUAL PROPERTY AND ON ANY OTHER PROCEEDS OF SUCH INTELLECTUAL PROPERTY, INCLUDING BUT NOT LIMITED TO THE PROPERTY DESCRIBED ON ATTACHMENT A HERETO."

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Trademark Status Report

Exhibit "A"

Case Number	Trademark Name	Class	Country	Status	Application Number	Filing Date	Reg Number	Reg Date	Renewal Date
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BLUIN.004T	BIKINI CANDY	25	US	Pending	76/403546	5/3/02			
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BLUIN.006T	FIOR DI PELLE	25	US	Pending	76/403548	5/3/02			
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