

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Theme Promotions, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: California Other

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Name: **Themeco, Inc.**

Internal Address:
Street Address: 135 Main Street, Suite 1130, San Francisco, CA
94105

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: California
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Other:

Execution Date: December 22, 2003

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

B. Trademark Registration No(s):
2466150 CO-MARKETING PLUS

Additional numbers attached? YES

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

Name: **Mark A. Steiner, Esq.
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200**

6. Total number of applications and registrations involved 12

7. Total fee (37 CFR 3.41): \$315.00

Enclosed Charge Fees to Deposit Account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

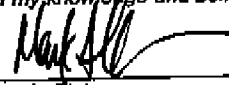
8. Deposit account number: 20-1430

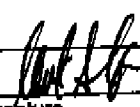
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.


Mark A. Steiner
 Name of Person Signing


 Signature

Date: **3-15-04**

Total number of pages including cover sheet, attachments and document:
 10. Change Correspondence Address to that of Part 5? x Yes No
 OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mall documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
 Box: Assignments
 Washington, D.C. 20231

CH \$316.00 201430 76272121

1. Additional name(s) of conveying party(ies):
(Continued from Page 1)

2. Additional name(s) and address(es) of receiving party(ies):
(Continued from Page 1)

3. Additional application number(s) or patent number(s):
(Continued from Page 1)

COUNTRY	TRADEMARK	SERIAL NO./REG. NO.	STATUS
US	ROAD TRIP	76/272121 06/14/2001	Pending
US	YOU GOT GAME	76/267437 06/05/2001	Pending
US	POWERFUL PARTNERSHIP PROGRAMS	78/146970 07/24/2002	Pending
US	SUM UP SAVINGS	78/222662 03/06/2003	Pending
US	FSI PLUS	1951963 01/23/1996	Registered
US	FSIPLUS & DESIGN	2071202 06/17/1997	Registered
US	INSTANT COMBO SAVINGS	2260274 07/13/1999	Registered
US	ON PACKAGE OFFERS	1484852 04/12/1988	Registered
US	TCP & BAG DESIGN	2015681 11/12/1996	Registered
US	THEME CO-OP PROMOTIONS	2128060 01/13/1998	Registered
US	YOU GOT GAME & DESIGN	2650556 11/12/2002	Registered

ASSIGNMENT

WHEREAS, **Theme Promotions, Inc.**, a California corporation, doing business as Theme Co-Op Promotions ("Assignor") has adopted the trademarks shown on Exhibit A (the Marks) attached hereto; and


WHEREAS, **Themeco, Inc.**, a California corporation, ("Assignee"), whose address is 135 Main Street, Suite 1130, San Francisco, CA 94105, is desirous of acquiring the Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the on-going business to which the Marks pertain, the applications and registrations shown in Exhibit A, and all causes of action for past infringement.

This Assignment is effective as of July 19, 2003.

Date: 12-22-2003

THEME PROMOTIONS, INC.

By: 
Gerry Gersovitz
President

Date: 12-22-2003

THEMECO, INC.

By: 
Gerry Gersovitz
President

EXHIBIT A
TRADEMARKS TO BE ASSIGNED
Theme Promotions, Inc. to Themeco, Inc.

COUNTRY	TRADEMARK	SERIAL NO./REG. NO.	STATUS
Australia	INSTANT COMBO SAVINGS	773259 05/07/1999	Registered
Canada	INSTANT COMBO SAVINGS	582725 05/29/2003	Registered
European Union	INSTANT COMBO SAVINGS	000677914 02/01/1999	Registered
Mexico	INSTANT COMBO SAVINGS	648223 03/29/2000	Registered
New Zealand	INSTANT COMBO SAVINGS	298267 02/17/1999	Registered
US	ROAD TRIP	76/272121 06/14/2001	Pending
US	YOU GOT GAME	76/267437 06/05/2001	Pending
US	POWERFUL PARTNERSHIP PROGRAMS	78/146970 07/24/2002	Pending
US	SUM UP SAVINGS	78/222662 03/06/2003	Pending
US	CO-MARKETING PLUS	2466150 07/03/2001	Registered
US	FSI PLUS	1951963 01/23/1996	Registered
US	FSIPLUS & DESIGN	2071202 06/17/1997	Registered
US	INSTANT COMBO SAVINGS	2260274 07/13/1999	Registered
US	ON PACKAGE OFFERS	1484852 04/12/1988	Registered
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