

06/15/2004  
700091636

Form PTO-1594  
(Rev. 10/02)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

OMB No. 0831-0027 (exp. 6/30/2005)

Tab settings

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

1. Name of conveying party(ies):

Play Along, Inc.

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

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 6/10/2004

2. Name and address of receiving party(ies)

Name: JPIV Acquisition Corp.

Internal

Address:

Street Address: 22619 Pacific Coast Highway

City: Malibu State: CA Zip: 90265

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

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

A. Trademark Application No. (s) 78416709, 78193444,

B. Trademark Registration No. (s) 2518795, 2449878

Additional number(s) attached  Yes  No

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

Name: Larry Miller

Internal Address: 23rd Floor

c/o Feder, Kaszovitz, Isaacson, Weber, Skala,

Bass & Rhine LLP

Street Address: 750 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501738

DO NOT USE THIS SPACE

9. Signature.

Larry Miller

Name of Person Signing



Signature

6/15/2004

Date

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

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

CH \$115.00 501738 78416709

## ASSIGNMENT OF TRADEMARKS

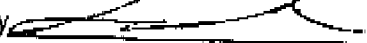
**WHEREAS**, Play Along, Inc., a Delaware corporation (hereinafter "Assignor"), has used the trademarks in Schedules 1 and 2 hereto (hereinafter referred to as the "Marks"), registered or applied for, inter alia, in the United States Patent and Trademark Office and in Hong Kong's Intellectual Property Department, as set forth below; and

**WHEREAS**, JPIV ACQUISITION CORP., a Delaware corporation with its principal place of business at 22619 Pacific Coast Highway, Malibu, California 90265 (hereinafter "Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Marks and the registration therefor, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Marks and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof. Assignor agrees to execute and deliver at the request of the assignee, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, the parties intending to be legally bound, have cause this Agreement to be duly executed.

PA Distribution, Inc.

By 

Title J. V. P.

Date: June 10, 2004

JPIV ACQUISITION CORP.

By 

Title CFO

Date: June 10, 2004

**SCHEDULE 1**

CURLY Q

Country	Ser. No.	Reg. No.	Mark
US	78416709		CURLY Q'S
US	78193444		MAD MAX
US	78023017	2518795	AMERICAN CHAMPIONS
US	75685184	2449878	PLAY ALONG

TOTAL P.03