

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chaos Holdings, Inc.		05/21/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Vega 3 S.R.L.
Street Address:	Via C. Bazzi, 49
City:	Milano
State/Country:	ITALY
Postal Code:	20141
Entity Type:	LTD LIAB JT ST CO: ITALY

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	75681866	CHAOS
Serial Number:	75681868	DIRT BAG

CORRESPONDENCE DATA	
Fax Number:	(615)687-1537
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(615) 259-1450
Email:	mcecchi@stokesbartholomew.com
Correspondent Name:	Micol Cecchi
Address Line 1:	424 Church Street
Address Line 2:	Suite 2800
Address Line 4:	Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	12713-1 VEGA 3
-------------------------	----------------

DOMESTIC REPRESENTATIVE	
Name:	Micol Cecchi
Address Line 1:	424 Church Street
Address Line 2:	Suite 2800

CH \$65.00 75681866

Address Line 4: Nashville, TENNESSEE 37219

NAME OF SUBMITTER:

Micol Cecchi

Total Attachments: 4

source=Sale of Chaos design mark right size#page1.tif

source=Tm Asg. 1#page1.tif

source=Tm Asg. 2#page1.tif

source=Tm Asg. 3#page1.tif

## TRADEMARK ASSIGNMENT

WHEREAS, Chaos Holdings, Inc., a Delaware corporation, with an address of 3200 Pacific Drive, Manhattan Beach, California (hereinafter referred to as "Assignor"), claimed ownership of the trademarks shown in Exhibit A ("the Marks");

WHEREAS, Assignor began using the CHAOS, Face Design, and K-9 marks in commerce as least as early as February 2000;

WHEREAS, Assignor filed the trademark applications listed on Exhibit A (the "Applications") with the United States Patent and Trademark Office based on a bona fide intent to use the mark in commerce, but did not file a statement of use before filing a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code;

WHEREAS, on or about April 14, 2003, a federal court converted Assignor's case to liquidation under Chapter 7 of the Bankruptcy Code and appointed Tazewell T. Shepard as Trustee in Bankruptcy for said case;

WHEREAS, Vega 3 S.r.l., an Italian company with an address of Via C. Bazzi, 49, Milano 20141, Italy (hereinafter referred to as "Assignee") is a successor to the portion of the business of the applicant to which the Marks pertain for the purposes of 15 U.S.C. §1060, but otherwise the Marks were transferred free and clear of all liabilities of Assignor pursuant to 11 U.S.C. §363, and the business is ongoing and existing;

WHEREAS, on May 21, 2003, Assignor assigned unto Assignee all right, title and interest in and to the Marks and the Applications throughout the world together with the goodwill of the business which is symbolized by the Marks, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged;

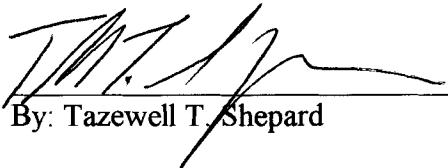
WHEREAS, the parties agreed that it is desirable that the aforesaid assignment be confirmed by an instrument in writing, for the benefit and protection of the parties and of the Marks;

NOW, THEREFORE, in consideration of the premises, which are an integral part of this Agreement, Assignor does hereby assign nunc pro tunc as of May 21, 2003, unto Assignee all right, title and interest in and to the Marks and the Applications throughout the world together with the goodwill of the business which is symbolized by the Marks, as well as the right to sue and recover for past infringements or other violations of the Marks.

Assignor agrees to deliver at the request of the Assignee all available 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 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 undersigned Trustee in Bankruptcy executes this Trademark Assignment on behalf of Assignor in his official capacity and not individually. The Trustee has made no oral representations concerning the conveyed property to anyone.

Date: 6-23-04

  
By: Tazewell T. Shepard

Trustee in Bankruptcy  
for Chaos Holdings, Inc.  
Bankruptcy No. 02-80662-JAC-7

**EXHIBIT A**

<b>Mark</b>	<b>Application Serial No.</b>
<b>CHAOS</b>	75/681,866
<b>Face Design</b>	75/859,021
<b>DIRT BAG</b>	75/681,868
<b>CHAOS MANIA</b>	None
<b>FRENZEE</b>	None
<b>K-9</b>	None
<b>STREET URCHIN</b>	None