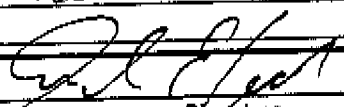


Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): PORTANIA S.A. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Corporation-France</u> Citizenship (see guidelines) <u>FRANCE</u> Execution Date(s) <u>03/12/2003</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No Name: <u>Bernd Jablonka</u> Internal Address: _____ Address: _____ Street Address: <u>235 Cinderella Lane</u> City: <u>Santa Barbara</u> State: <u>California</u> Country: <u>USA</u> Zip: <u>93111</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>indiv.</u> Citizenship <u>U.S.</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____			
4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) <u>75-140783</u>		B. Trademark Registration No.(s) <u>2136288</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>PORTANIA Feb. 10, 1998</u>			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Erich Fock</u> Internal Address: <u>Myer & Fock</u> Street Address: <u>1220 1/2 State Street</u> City: <u>Santa Barbara</u> State: <u>California</u> Zip: <u>93101</u> Phone Number: <u>805 962-0083</u> Fax Number: <u>805 962-2372</u> Email Address: _____		6. Total number of applications and registrations involved: 1	
7. Total fee (37 CFR 2.6(b)(8) & 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed		8. Payment Information: a. Credit Card Last 4 Numbers <u>9266</u> Expiration Date <u>02/07</u> b. Deposit Account Number _____ Authorized User Name _____	
9. Signature:  Erich Fock <u>email: efock@myer-fock.com</u> Name of Person Signing		August 10, 2004 Date Total number of pages including cover sheet, attachments, and document: 4	

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5895, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**U.S. PATENT AND TRADEMARK OFFICE
OFFICE OF PUBLIC RECORDS**

ASSIGNMENT DIVISION

ASSIGNMENT OF TRADEMARK

Whereas PORTANIA S.A.
(Name of Assignor)
of 19, Rue De La Vallee, 67140 Barr, France
(Address)
has adopted, used and is using a (trademark) which is
(registered/ pending application) No. 2136288
dated 2-10-98; and

Whereas,
BERND JABLONKA
(Name of Assignee)
of 235 Cinderella Lane, Santa Barbara, CA 93111
(Address)

is desirous of acquiring said (registered or pending) trademark;
Now therefore, for good and valuable consideration, the receipt
of which is hereby acknowledged, said PORTANIA S.A.
(Assignor)
does hereby assign to the said BERND JABLONKA (Assignee) all right,
title, and interest in and the (trademark) goodwill of the
business symbolized thereby.

Date of Execution 03/12/2003
month Day Year Year

SEE ATTACHED DOCUMENT
(Signature of assignor, if assignor is a
corporation, give official title along with
signature)

13/03 03 JBU 14:03 FAX 0388086001

PORTANIA DAF

002

Fax an Herrn Jablonka
von Björn Lemm

Betr.: Marke "Portania"

Sehr geehrter Herr Jablonka!

Die Marke "Portania" ist im Moment für die USA geschützt und im Eigentum der Portania SA in Frankreich. Eine Übertragung der Marke von der Portania France auf B.Limm ist beantragt und befindet sich auf dem Weg. Eine Bestätigung der Limmseidung erwarten wir in den nächsten Tagen.

Beide oben genannten Adressaten sind mit einer Nutzung der Marke durch Sie einverstanden unter folgenden Bedingungen:

Das Lager der Portania USA in Santa Barbara wird reaktiv durch Sie in den nächsten Tagen verkauft. Der Verkaufspreis wird vorher abgestimmt.

Die Marke wird der Firma Tic-Tac-Toe durch Sie zur Vermarktung angeboten.

Eine Mindestregelung findet in dem endgültigen Vertrag Berücksichtigung.

Anderer Interessenten in den USA (z.B. andere Produktgruppen) können auch Berücksichtigung finden.

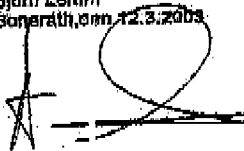
Die Nutzung wird dann für die USA exklusiv an Sie vergeben für den Zeitraum von mindestens zwei Jahren. Sie führen alle Verhandlungen mit Interessenten selbständig.

Die Lizenz wird mit einem Dollar pro Paar Portania Schuhen abgerechnet und auf den Mindestumsatz angesetzt.

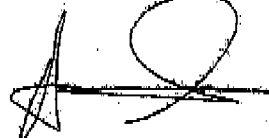
Ein endgültiger Vertrag sollte bis Ende März abgeschlossen werden.

Mit freundlichen Grüßen

Björn Lemm
Bonerath, am 12.3.2003



Portania S.A. France



Facsimile to Mr. Jablonka
From: Bjoern Lemm

Re: trademark "Portania"

Dear Mr. Jablonka!

The trademark "Portania" is protected at the moment for the USA and is owned by Portania SA in France. A transfer of the trademark to Mr. B. Lemm has been requested. We expect the confirmation of the transfer within the next few days.

Both above called addressees agree to your use of the trademark on the following conditions:

You have to sell the hole inventory of the Portania USA in Santa Barbara within the next few days. The selling price has to be coordinated before.

You have to offer the trademark to the company Tic-Tac-Toe in order to commercialize it. A settlement about the minimum will be taken into consideration in the final contract.

Other interested parties in the USA (e.g. other product groups) can also be taken into consideration.

The use of the trademark will exclusively be granted to you for the USA for at least 2 years.

You have to conduct negotiations with interested parties independently.

The license will be ... with one dollar per pair of Portania shoes and will be ... to the minimum rate.

A final contract should have been concluded till the end of March.

Yours sincerely,

Bjoern Lemm