

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION 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):

Unisen Inc.
14410 Myford Road
Irvine, California 92606

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

Citizenship (see guidelines) California

Execution Date(s) June 28, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: GT Merchandising & Licensing LLC

Internal

Address: _____

Street Address: 16 East 40th Street

City: New York

State: New York

Country: USA Zip: 10016

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship limited liability Delaware

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2269494

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Karen Charal Gross

Internal Address: GT Merchandising & Licensing LLC

Street Address: 16 East 40th Street

City: New York

State: New York Zip: 10016

Phone Number: 212 951-3022

Fax Number: 212 686-2032

Email Address: kgross@goodtimes.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502604

Authorized User Name Karen Charal Gross

9. Signature:

Karen Charal Gross
Signature

Sept 15 2004
Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 502604 2269494

SCHEDULE C**TRADEMARK ASSIGNMENT**

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of June 28, 2004, by and between Unisen Inc., d/b/a Star Trac, a California corporation having a place of business at 14410 Myford Road, Irvine, California 92606 (hereinafter referred to as "ASSIGNOR"), and GT Merchandising & Licensing LLC, a Delaware limited liability company having a place of business at 16 East 40th Street, New York, New York 10016 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademark listed in Schedule I, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the federal trademark registration relating to the Trademark listed in Schedule II, attached hereto and incorporated herein by reference (hereinafter collectively referred to as the "Registration");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and Registration worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and Registration worldwide;

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ASSIGNOR hereby assigns and sells to ASSIGNEE all right, title, and interest as ASSIGNOR may possess in and to the following:

- (a) the Trademark set forth in Schedule I and
- (b) the Registration set forth in Schedule II;

together with the goodwill symbolized by said Trademark and Registration concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Irvine, California, this 8 day of July 2004.

Unisen Inc., d/b/a Star Trac, a California corporation having a place of business at 14410 Myford Road, Irvine, California 92606.

J. D. Sherman
Name: Greg Sherman
Title: CEO

Executed at New York, New York, this 28th day of June, 2004.

GT Merchandising & Licensing LLC, a limited liability company having a place of business at 16 East 40th Street, New York, New York 10016.

Karen Charal Gross
Karen Charal Gross
Senior Vice President Legal & Business Affairs

STATE OF CALIFORNIA)
) ss.
COUNTY OF)

On ~~June~~ July 8 2004 before me; Charlene M J Hong, personally appeared Greg Sherman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Charlene M J Hong
Signature



STATE OF NEW YORK)
)
 COUNTY OF NEW YORK) ss.

On June 28, 2004, before me, Kadife Kraja, personally appeared Karen Charal Gross personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Kadife Kraja

 Signature

KADIFE KRAJA
Notary Public, State of New York
No. 01KR8108371
Qualified in Richmond County
Commission Expires May 3, 2008

SCHEDULES TO TRADEMARK ASSIGNMENT**SCHEDULE I**

Mark: WALK IT OFF

SCHEDULE II

Federal Trademark Registration(s):

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>INTERNATIONAL CLASS</u>
WALK IT OFF	2,269,494	August 10, 1999	16

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