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04-12-2004

Form PTO-1594
(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102718645

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

1. Name of conveying party(ies):

Guts and Grace Records, 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: January 1, 2004

2. Name and address of receiving party(ies)

Name: Cadestansa, LLC

Internal

Address: _____

Street Address: 121 Jordan Street

City: San Rafael State: CA Zip: 94912

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other limited liability company

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

OFFICE OF PUBLIC RECORDS
2004 APR -7 AM 9:12
FINANCE SECTION

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

2,691,641 and 2,388,142

Additional number(s) attached Yes No

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

Name: Michael J. Dalton

Internal Address: Donahue Gallagher Woods LLP

Street Address: 300 Lakeside Drive, Suite 1900

City: Oakland State: CA Zip: 94612

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Michael J. Dalton
Name of Person Signing

Michael J. Dalton
Signature

April 1, 2004
Date

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

3

04/09/2004 6TOM11 00000026 2691641

01 FC:0521 40.00 DP
02 FC:0522 25.00 DP

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

TRADEMARK
REEL: 002946 FRAME: 0347

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Guts and Grace Records, Inc., a California corporation ("Assignor"), does hereby transfer and assign to Cadestansa, LLC, a Delaware limited liability company ("Assignee"), all right, title and interest in and to the trademarks listed on Exhibit A hereto (the "Marks") and any registrations of the Marks with the United States Patent and Trademark Office or any other governmental agency, together with that part of the goodwill of the business connected with the use of and symbolized by the Marks and the right to sue and recover damages and profits for past infringements of the Marks.

Assignor agrees to cooperate with Assignee or any successor thereof by executing and delivering any documents that may be necessary to protect, preserve or perfect Assignee's rights in the Mark. This Assignment shall inure to the benefit of and be binding upon Assignee and Assignor and their respective successors and assigns.

This Assignment is deemed to be effective as of January 1, 2004.

GUTS AND GRACE RECORDS, INC.

By: Deborah Santana
Deborah Santana, Vice President

"Assignor"


EXHIBIT A

<u>Mark</u>	<u>Goods</u>	<u>U.S. Registration No.</u>
CARLOS BY CARLOS SANTANA and design	hats; men's and women's apparel, namely neckties and shoes	2691641
RIVER OF COLORS	Jewelry and watches; paper goods, namely stickers, bumper stickers, posters, banners, and decals	2388142

CERTIFICATE OF MAILING (37 CFR §1.8)

Date of Deposit: April 1, 2004

I hereby certify that this transmittal letter (including Certificate of Mailing); Recordation Form Cover Sheet with Trademark Assignment, and \$65.00 check is being deposited with the United States Postal Service as first class mail postage prepaid in an envelope addressed to: Commissioner of Patent & Trademark, Box Assignments, Washington, D.C. 20231 on the date of deposit above.


Jane McFadden