

Form PTO-1594 (Rev. 03/05)
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):

Eurostar, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Eurostar Brands, Inc.

Internal Address: _____

Street Address: 13425 South Figueroa Street

City: Los Angeles

State: California

Country: U.S.A. Zip: 90061

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California
- Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 8, 2005

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

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

A. Trademark Application No.(s)
78/244,688

B. Trademark Registration No.(s)
2151894

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: LEWIS ANTEN

Internal Address: Suite 310

Street Address: 16830 Ventura Boulevard

City: Encino

State: California Zip: 91436

Phone Number: (818)501-3535

Fax Number: (818)501-4136

Email Address: _____

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 640.00

- 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 _____

Authorized User Name _____

9. Signature: _____

Signature

Date

LEWIS ANTEN

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

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 22304-1450

700178954

TRADEMARK
REEL: 003115 FRAME: 0617

OP \$640.00 78244688

EXHIBIT A**United States Trademark and Service Mark
Registrations and Application****REGISTRATIONS**

COUNTRY	MARK	REGISTRATION NUMBER	REGISTRATION DATE
United States of America	BEST VALUES ALWAYS	2151894	April 21, 1998
United States of America	D.E.L. CELINE ALON (Stylized)	2553815	March 26, 2002
United States of America	D.E.L. CELINE ALON (Stylized)	2830474	April 6, 2004
United States of America	EUROSTAR	2356413	June 13, 2000
United States of America	EUROSTAR (Stylized)	2358930	June 20, 2000
United States of America	EUROSTAR And Design	2246883	May 25, 1999
United States of America	EUROSTAR U.S.A. And Design	2582697	June 18, 2002
United States of America	EUROSTAR U.S.A. And Design	2625705	September 24, 2002
United States of America	GALLOP	2559240	April 9, 2002
United States of America	GALLOP And Design	2559310	April 9, 2002
United States of America	GALLOP LIGHTS And Design	2568064	May 7, 2002
United States of America	GALLOP-LIGHTS	2598366	July 23, 2002
United States of America	L.A.'S LARGEST SHOE STORE	2460598	June 12, 2001
United States of America	LEOR And Design	2733015	July 1, 2003
United States of America	MISCELLANEOUS DESIGN (E Stylized)	2432170	February 27, 2001

EXHIBIT A (continued)

**United States Trademark and Service Mark
Registrations and Application**

REGISTRATIONS (continued)

COUNTRY	MARK	REGISTRATION NUMBER	REGISTRATION DATE
United States of America	MISCELLANEOUS DESIGN (E Stylized)	2759900	September 2, 2003
United States of America	MOTIONTECH	2780154	November 4, 2003
United States of America	WAREHOUSE SHOE SALE	2367306	July 18, 2000
United States of America	WSS And Design	2551002	March 19, 2002
United States of America	WSS WAREHOUSE SHOE SALE And Design	2320586	February 22, 2000

APPLICATION

COUNTRY	MARK	SERIAL NUMBER	FILING DATE
United States of America	CELIA	78/244688	May 1, 2003

EXHIBIT B

**United States Trademark Applications
For Which Statements of Use Have Been Filed**

COUNTRY	MARK	SERIAL NUMBER	FILING DATE
United States of America	CECILE	78/245087	May 2, 2003
United States of America	MISCELLANEOUS DESIGN (Dunkman)	76/394816	April 12, 2002
United States of America	MISCELLANEOUS DESIGN (Lion)	76/291348	July 26, 2001
United States of America	SUPERDUNK	76/378113	March 4, 2002

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Citizenship (see guidelines)

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Internal

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- Limited Partnership Citizenship
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8. Payment Information:

a. Credit Card Last 4 Numbers 7009
Expiration Date 03/08

b. Deposit Account Number 01-2138

Authorized User Name LEWIS ANTEN

9. Signature:

Signature

March 28, 2005

Date

LEWIS ANTEN
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: .8

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Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22315-1460

TRADEMARK ASSIGNMENT

WHEREAS, Eurostar, Inc., a California corporation having its principal place of business at 13425 South Figueroa Street, Los Angeles, California 90061 (hereinafter "ASSIGNOR"), has adopted, used, and is using the trademarks and service marks set forth on Exhibit "A" attached hereto and is the owner of said trademarks and service marks and the registrations and applications therefor listed on Exhibit "A"; and

WHEREAS, ASSIGNOR has filed the applications set forth on Exhibit "B" attached hereto based on an intention to use the marks in commerce; and

WHEREAS, ASSIGNOR has since used the marks set forth on Exhibit "B" and has filed statements of use under Section 1(d) of the Trademark Act in connection with the applications set forth on Exhibit "B" and is the owner of the trademarks and the applications therefor listed on Exhibit "B"; and


WHEREAS, Eurostar Brands, Inc., a California corporation, having its principal place of business at 13425 South Figueroa Street, Los Angeles, California 90061 (hereinafter "ASSIGNEE") is desirous of acquiring the trademarks and service marks and the registrations and applications therefor set forth on Exhibits "A" and "B";

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and for other good and valuable consideration received by ASSIGNOR from ASSIGNEE, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign to ASSIGNEE, its successors and assigns, all right, title, and interest in and to the trademarks and service marks set forth on Exhibits "A" and "B" together with the goodwill of the business symbolized by the trademarks and service marks and the registrations and applications therefor listed on Exhibits "A" and "B", effective as of January 1, 2005.

The ASSIGNOR further sells, assigns, and transfers to ASSIGNEE, its successors and assigns, all income, royalties, damages, and payments now or hereafter due or payable in respect to

the trademarks and service marks assigned to ASSIGNEE and any and all causes of action, claims, or demands (either in law or equity) and the right to sue and counterclaim for past, present, and future infringement, misappropriation, or dilution of the rights assigned to ASSIGNEE that arise after the effective date, and to receive, retain, hold and enjoy for its own use and behalf, and for the use and behalf of its successors, assigns, or other legal representatives, any and all damages, profits, penalties, or other compensation or recoveries related thereto, effective as of January 1, 2005.

EUROSTAR, INC.

By: 
Eric Alon

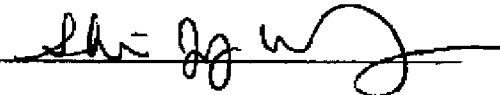
Its: President

Dated: 3/8/05

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On March 08, 2005 before me, Shiou Wang, personally appeared ERIC ALON 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 executed the same in his authorized capacity, and that by his 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.

Signature  (Seal)

