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TRADEMARK REEL: 003251 FRAME: 0649 IN THE UNITED STATES PATENT AND TRADEMARK OFFICE ASSIGNMENT OF APPLICATION BASED ON INTENT TO USE

WHEREAS, Alter Eco Americas ("Assignor"), a Delaware corporation, with a place of business at 208 Pennsylvania Street, Suite 002, San Francisco, CA 94107, has a bona fide intent to use the mark ALTER ECO (the "Mark"), in connection with goods in International Classes 29, 30, 31 and 32;

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignors' bona fide intent to use the Mark in commerce in connection with the above-described goods as follows:

APPLICATION SERIAL NO.

FILING DATE

MARK

78/482,693

September 23, 2004

ALTER ECO

WHEREAS, France Alter Eco, a France corporation, with a principal place of business at 23 rue Lavoisier, 75008 Paris, France ("Assignee"), desires to acquire the business of Assignor in connection with which Assignor has a bona fide intent to use the Mark and the above-described application;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers the Mark and the abovereferenced Application there for, together with that portion of Assignor's business in connection with which it has a bona fide intent to use the Mark, and all of Assignor's rights therein, to Assignee.

ALTER ECO AMERICAS

By:

Name:

Title:

Dated: 04/01/05

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TRADEMARK **REEL: 003251 FRAME: 0650**

RECORDED: 04/25/2005