

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SEVEN WELLS, LLC		06/20/2007	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	THE CIT GROUP/COMMERCIAL SERVICES, INC.
Street Address:	300 South Grand Avenue, 2nd Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Serial Number:	78974409	WI
Serial Number:	78974368	WI
Serial Number:	77007068	
Registration Number:	2099036	WORLD INDUSTRIES
Registration Number:	2101100	WORLD INDUSTRIES
Serial Number:	77162323	WORLD INDUSTRIES
Serial Number:	77162329	WORLD INDUSTRIES
Serial Number:	77188918	WORLD INDUSTRIES
Serial Number:	77188924	WORLD INDUSTRIES
Registration Number:	2465416	
Registration Number:	2426207	WET WILLY

**CORRESPONDENCE DATA**

Fax Number: (213)630-5728

**900087101**

**TRADEMARK  
 REEL: 003622 FRAME: 0640**

**CH \$290.00 78974409**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 213-891-5011  
Email: jhawke@buchalter.com  
Correspondent Name: Jody Hawke  
Address Line 1: 1000 Wilshire Boulevard, Suite 1500  
Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C3756-0007
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	09/17/2007

**Total Attachments: 5**  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

SEVEN WELLS, LLC, a California limited liability company (the "Grantor"), with an office at 17277 Ventura Boulevard, Suite 204, Encino, California 91316, hereby acknowledges, as of June 20, 2007, the following:

Grantor and THE CIT GROUP/COMMERCIAL SERVICES, INC., a New York corporation (the "Lender"), with an office at 300 South Grand Avenue, 2nd Floor, Los Angeles, California, are parties to that certain Term Loan Agreement, dated as of June 20, 2007 (the "Loan Agreement"); and


Under the terms of the Loan Agreement entered into by Grantor and Lender, Grantor has granted to Lender, a security interest in: (a) the trademark registrations and applications which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto; (b) the patents and patent applications which are identified on Schedule B attached hereto and incorporated herein by this reference (the "Patents"), and (c) the copyright registrations and copyright licenses which are identified on Schedule C attached hereto and incorporated herein by this reference (the "Copyrights") owned by Grantor, which Trademarks, Patents, and Copyrights are appurtenant, and all actions for infringement concerning the foregoing.

Nothing contained in this Intellectual Property Security Agreement shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Loan Agreement.

*[remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date written first above.

**SEVEN WELLS, LLC,**  
a California limited liability company

By:   
Name: Barry Lublin  
Title: CEO

**SCHEDULE A**

**TRADEMARKS**

<b>No.</b>	<b>Status</b>	<b>Owner</b>	<b>Trademark</b>	<b>Reg. No./ Serial No.</b>	<b>Reg. Date/ File Date</b>
1.	Pending	Seven Wells, LLC	Wi	78-974,409	09/14/2006
2.	Pending	Seven Wells, LLC	Wi	78-974,368	09/14/2006
3.	Pending	Seven Wells, LLC	Design only	77-007,068	09/25/2006
4.	Registered	Seven Wells, LLC	Flame Boy Device	3245131	05/22/2007
5.	Registered	Seven Wells, LLC	World Industries	2099036	09/23/1997
6.	Registered	Seven Wells, LLC	Wet Willy Device	3233660	09/09/2005
7.	Registered	Seven Wells, LLC	World Industries & Design	2101100	09/30/1997
8.	Pending	Seven Wells, LLC	World Industries	77-162323	04/20/2007
9.	Pending	Seven Wells, LLC	World Industries & Design	77-162329	04/20/2007
10.	Pending	Seven Wells, LLC	World Industries	77-188918	05/23/2007
11.	Pending	Seven Wells, LLC	World Industries & Design	77-188924	05/23/2007
12.	Registered	Skateboard World Industries	[DESIGN ONLY]	2,465,416	July 3, 2001
13.	Registered	Skateboard World Industries Inc.	WET WILLY	2,426,207	February 6, 2001

Schedule A

BN 1224244v2

**TRADEMARK  
REEL: 003622 FRAME: 0644**

**SCHEDULE B**

**PATENTS**

**Patents Issued:**

Patent Description

Patent Number

Issue Date

NONE

Schedule B

BN 1224244v2

**TRADEMARK**  
**REEL: 003622 FRAME: 0645**

**SCHEDULE C  
COPYRIGHTS**

<b>No.</b>	<b>Liens/Status</b>	<b>Owner</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
1.	Registered	Seven Wells, LLC	VA-767-363	05/14/1997
2.	Registered	Seven Wells, LLC	VA-767-364	05/14/1997
3.	Registered	Seven Wells, LLC	VA-1-003-269	10/04/1990
4.	Registered	Seven Wells, LLC	VA-1-003-268	10/04/1990
5.	Registered	Seven Wells, LLC	VA-860-293	05/16/1997

Schedule C

BN 1224244v2

**RECORDED: 09/17/2007**

**TRADEMARK  
REEL: 003622 FRAME: 0646**