

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Primp Inc.		06/02/2011	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Edwards Investments, LLC		
<b>Street Address:</b>	8400 E. Prentice Ave		
<b>Internal Address:</b>	#1500		
<b>City:</b>	Greenwood Village		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80111		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: COLORADO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78434993	PRIMP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(303)623-9129		
<b>Email:</b>	ldarling@dmsl-law.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Lee J. Darling		
<b>Address Line 1:</b>	1331 17th Street, Suite 800		
<b>Address Line 4:</b>	Denver, COLORADO 80202		
<b>ATTORNEY DOCKET NUMBER:</b>	2069.09 - PRIMP		
<b>NAME OF SUBMITTER:</b>	Craig Edelman		
<b>Signature:</b>	/Craig Edelman/		
<b>Date:</b>	10/05/2011		

OP \$40.00 78434993

**Total Attachments: 8**

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<p><b>DISTRICT COURT, ARAPAHOE COUNTY, COLORADO</b>  Court Address: 7325 South Potomac Street  Centennial, CO 80112  Phone: 303-649-6355</p> <hr/> <p><b>EDWARDS INVESTMENTS, LLC, a Colorado limited liability company,</b></p> <p><b>Plaintiff:</b></p> <p>v.</p> <p><b>INDUSTRY CONCEPT HOLDINGS, INC., a Colorado corporation,</b></p> <p><b>Defendant:</b></p> <hr/> <p>Attorney for Plaintiff:  Name: Ronald C. Tucker  Address: LAFF CAMPBELL TUCKER &amp; GORDON, LLP  7730 E. Belleview Ave., Ste. 204  Greenwood Village, CO 80111-2616  Phone Number: 303-740-7200  Fax Number: 303-740-7300  E-Mail: rctucker@lafflaw.com  Atty. Reg. #: 14491</p>	<p style="text-align: center;"><b>▲ COURT USE ONLY ▲</b></p> <hr/> <p>Case Number: <i>2011 CV 204</i></p> <p>Div. <i>309</i> Ctrm:</p>
<p><b>STIPULATION FOR ENTRY OF JUDGMENT AND STAY OF EXECUTION OF JUDGMENT</b></p>	

Plaintiff, Edwards Investments, LLC, a Colorado limited liability company ("Edwards"), by its counsel, Laff Campbell Tucker & Gordon, LLP, and Defendant, Industry Concept Holdings, Inc., a Colorado corporation, appearing *pro se*, now enter into the following Stipulation:

1. Defendant admits that it executed and delivered a Promissory Note to Edwards in the sum of \$310,000.00 which was due and payable on May 31, 2010. Defendant was unable to pay the Promissory Note when due.
2. The Promissory Note was secured by a General Security Agreement, a true and correct copy of which was attached to Plaintiff's Complaint as Exhibit 2.
3. Defendant admits that it is in default of the Promissory Note and General Security Agreement. Defendant admits that Edwards is entitled to foreclose on the General Security Agreement and collect the assets identified in said General Security Agreement.
4. The parties hereto stipulate that Judgment should enter in favor of the Plaintiff and against the Defendant in principal sum of \$310,000.00 plus interest of \$31,212.33 as of

January 31, 2011, for a total Judgment of \$341,212.33, which will continue to draw interest at the rate of 15% per annum until paid.

5. Defendant is the owner of all of the shares of stock of Primp, Inc., a Colorado corporation. Primp, Inc. has secured a registered trademark with the Patent and Trademark Office (Serial No. 78434993) (the "Trademark").

6. Plaintiff has agreed to forbear the collection of its Judgment against Defendant for a period of six months in consideration of the Defendant conveying all of its shares in Primp, Inc. to Plaintiff and, furthermore, conveying to Plaintiff any and all rights of any kind Defendant has to the Trademark.

7. Defendant is willing to convey any and all interest it has in the shares of Primp, Inc., as well as any rights it may have in the Trademark in exchange for a six-month forbearance of any further efforts on the part of the Plaintiff to collect the Judgment.

8. The parties agree that the value of the shares of Primp, Inc. and the associated intellectual property (including the Trademark) is in the sum of \$100,000.00.

9. The Defendant agrees to convey all of its shares of Primp, Inc., as well as any and all intellectual properties owned by Primp, Inc. to the Plaintiff on or before April 1, 2011 (the "Execution Date"). If said shares and intellectual property are not transferred to Plaintiff by the Execution Date, then the Plaintiff shall be entitled to any and all remedies it possesses in order to collect the Judgment entered herein.

10. Defendant represents that it has secured the consent of its Board of Directors to enter into this Stipulation and further represents that it has the requisite authority to execute all documents in connection therewith.

WHEREFORE, the parties hereto pray that:

A. The Court enter a Judgment in favor of the Plaintiff, Edwards Investments, LLC, and against the Defendant, Industry Concept Holdings, Inc., in the sum of \$341,212.33 as of January 31, 2011, which Judgment shall bear interest at the rate of 15% per annum, compounded annually; and

B. The Court approve the Stipulation as set forth herein as if it were an Order of this Court.

Respectfully submitted,

LAFF CAMPBELL TUCKER & GORDON, LLP

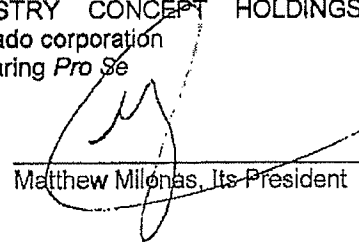
By: 

Ronald C. Tucker, #14491

Counsel for Plaintiff

INDUSTRY CONCEPT HOLDINGS, INC., a  
Colorado corporation  
Appearing *Pro Se*

By:

  
Matthew Milonas, Its President



**GRANTED**

The moving party is hereby ORDERED to provide a copy of this Order to any pro se parties who have entered an appearance in this action within 10 days from the date of this order.

**Elizabeth Volz  
District Court Judge**

DATE OF ORDER INDICATED ON ATTACHMENT

<b>DISTRICT COURT, ARAPAHOE COUNTY, COLORADO</b> Court Address: 7325 South Potomac Street Centennial, CO 80112 Phone: 303-649-6355		<b>FILED Document</b> CO Arapahoe County District Court 18th JD Filing Date: May 2 2011 2:36PM MDT Filing ID: 37352977 Review Clerk: N/A
<b>EDWARDS INVESTMENTS, LLC, a Colorado limited liability company,</b>  <b>Plaintiff:</b>  v.  <b>INDUSTRY CONCEPT HOLDINGS, INC., a Colorado corporation,</b>  <b>Defendant:</b>		<p style="text-align: center;"><b>▲ COURT USE ONLY ▲</b></p> <hr/> Case Number: <b>2011CV204</b>  Div. 309 Ctrm:
<b>ORDER</b>		

THIS MATTER comes before the Court on the Stipulation for Entry of Judgment and Stay of Execution of Judgment filed by the parties herein. This Court, having reviewed said Stipulation now finds that said Stipulation should be made an Order of the Court.

IT IS THEREFORE ORDERED that a Judgment shall enter in favor of Plaintiff, Edwards Investments, LLC, and against the Defendant, Industry Concept Holdings, Inc., in the principal sum of \$310,000.00 plus interest of \$31,212.33 as of January 31, 2011, for a total Judgment of \$341,212.33, plus interest at the rate of 15% per annum from and after January 31, 2011, until paid.

That execution of the aforementioned Judgment shall be stayed for a period of six months if, and only if, the Defendant conveys to the Plaintiff all of its shares of stock in Primp, Inc., a Colorado corporation, as well as any and all rights appertaining thereto, including the transfer of the registered trademark (Serial No. 78434993) now owned by Primp, Inc.

In the event that Defendant has not conveyed all of its shares of Primp, Inc. and the rights to the trademark described above on or before April 1, 2011, then the Plaintiff shall be entitled to any and all remedies it possesses in order to collect the Judgment entered herein and the stay of execution as set forth in the Stipulation shall be of no force and effect.

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2011.

BY THE COURT:

\_\_\_\_\_  
District Court Judge

INDUSTRY CONCEPT HOLDINGS, INC.

INFORMAL ACTION OF THE BOARD OF DIRECTORS

January \_\_\_, 2011

The undersigned, constituting all of the Directors of Industry Concept Holdings, Inc., a Colorado corporation (hereinafter referred to as the "Corporation"), in accordance with Sections 7-108-202 of the Colorado Business Corporation Act, hereby take the actions set forth below, and to evidence of their waiver of any right to descent from such actions, do hereby consent as follows:

WHEREAS, the Corporation has failed to pay its Promissory Note which it issued to Edwards Investments, LLC on March 19, 2010, in the sum of \$310,000.00 (the "Note") secured by a General Security Agreement executed by the Corporation in favor of Edwards Investments, LLC (the "Security Agreement"); and

WHEREAS, Edwards Investments, LLC has instituted an action in the District Court of Arapahoe County, Colorado, seeking payment of the Note and the foreclosure of the Security Agreement, said civil action bearing Case No. 2011CV204 (the "Civil Action"); and

WHEREAS, the Corporation has no defense to the Civil Action since it did execute the Note and Security Agreement and the Note is now in default; and

WHEREAS, the Corporation has asked Edwards Investments, LLC to forbear executing on the collateral which was pledged in the Security Agreement in order to allow the Corporation addition time within which to generate the monies necessary to pay the Note; and

WHEREAS, Edwards Investments, LLC has agreed to enter a forbearance of its collection efforts upon certain terms and conditions, among which include (i) the stipulation to the entry of a Judgment in the Civil Action in favor of Edwards Investments, LLC and against the Corporation in the principal sum of \$341,212.33, (ii) transfer by the Corporation of all of its interest in its wholly owned subsidiary, Primp, Inc., a Colorado corporation ("Primp"), including, but not limited to, all intellectual property pertaining to Primp, including trademarks and, more specifically, the trademark for Primp, Inc. registered with the Patent and Trademark Office under Serial No. 78434993 (the "Trademark"), and (iii) the forbearance against execution will be for a maximum of six months from the date of the entry of the Judgment; and

WHEREAS, the undersigned deem it to be in the best interest of the Corporation to enter into a proposed Stipulation, a copy of which is attached hereto ("Stipulation") in order to effect the agreements set forth above.

NOW, THEREFORE, it is hereby

RESOLVED: That the Directors authorize the President of the Corporation to execute all documents necessary to effect the proposed Stipulation and consent to the Stipulation being filed in the Arapahoe County District Court in the Civil Action.



RESOLVED: That the Corporation shall transfer as expeditiously as possible all of its shares of stock in its wholly owned subsidiary, Primp, Inc., a Colorado corporation, to Edwards Investments, LLC.

RESOLVED: That the Corporation shall transfer all of its intellectual property it may own in connection with Primp, Inc., including, without limitation, the Trademark and all rights therein.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and deliver the Stipulation, and to take any and all other actions to give effect to the Stipulation as set forth in said Stipulation and as further set forth herein.

This Informal Action of Directors may be executed in counterparts. Facsimile signatures hereon shall have the same validity as original signatures.

WITNESS the execution hereof the day and year first above written.

\_\_\_\_\_  
MATTHEW MILONAS

  
\_\_\_\_\_  
WELLS BUTLER

  
\_\_\_\_\_  
ROBERT DELVECCHIO

  
\_\_\_\_\_  
VINCENT MONTERGERO

\_\_\_\_\_  
MICHAEL MCGILL

BEING ALL OF THE MEMBERS OF THE  
BOARD OF DIRECTORS