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I hereby certify that being deposited with First Class mail in at



Roseanne Becker
ate January 22, 1999

Box ASSIGNMENT
Commissioner of Patent
Washington, D.C. 20231

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On January 22, 1999

Typed or Printed Name Roseanne Becker

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FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
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01-26-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #22

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

1. Name of conveying party(ies):

Alan Salter USA, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation-State California
- Other _____

Additional name(s) of conveying party(ies) attached?

- Yes No

2. Name and address of receiving party(ies):

Name: Pinheads Promotions LLC

Internal Address: _____

Street Address: 21130 Costanzo Street, Suite 5

City Woodland Hills state CA ZIP 91364

- Individual(s) Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company (California)

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 12/22/98

02/09/1999 SBURNS 00000002 1960954

01 FC:481

40.00 GP

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

A. Trademark Application No.(s)
N/A

B. Trademark Registration No.(s)
1,960,954

Additional numbers attached? Yes No

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

Name: Dorie Choderker, Esq.

Internal Address: LOEB & LOEB LLP

Street Address: 10100 Santa Monica Blvd. Suite 2200

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: 1

7. Total fee \$ 40.00
(37 CFR 3.41)

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Dorie Choderker
Name of Person Signing

Dorie Choderker
Signature

1/22/99
Date

Total number of pages comprising cover sheet: 2

ASSIGNMENT

WHEREAS Alan Salter USA, Inc. (hereinafter "Assignor"), a California corporation, located at 21130 Costanzo Street, Suite 5, Woodland Hills, California 91364, has adopted, used and is using the following trademark which is registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
PINHEADS	1,960,954	March 5, 1996

WHEREAS Pinheads Promotions LLC ("Assignee"), a limited liability company, organized under the laws of the State of California, located at 21130 Costanzo Street, Suite 5, Woodland Hills, California 91364, is desirous of acquiring said mark and the registration thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title, and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above-identified registration thereof.

Signed at Encino, Ca, this 22nd day of Dec., 1998.

Alan Salter USA, Inc.

By: [Signature]
Michael Shillan

Title: President & CEO

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 22nd day of December, in the year 1998, before me Roseanne Becker, personally appeared Michael Shillan, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as corporate officer on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

[Signature]
Notary Public

