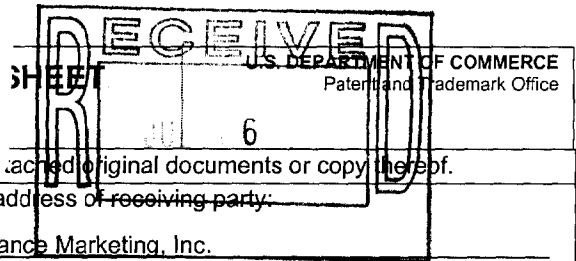


7/16/99

07-20-1999



To the Honorable Commissioner of Patents and Trademarks **101119422**

Attached original documents or copy thereof.

1. Name of conveying party(ies): Street Scene Equipment, LLC

Individual Association
 General Partnership Limited Partnership
 Corporation State: CA
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party:
Name: Performance Marketing, Inc.
Internal Address: _____
City: _____ State: _____ Zip: _____
Street Address: 12691 Monarch Street
City: Garden Grove State: CA Zip: 92841

Individual(s) Citizenship _____
 Association _____
 General Partnership
 Limited Partnership
 Corporation State CA
 Other

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 6/1/99

Individual(s) Citizenship _____
 Association _____
 General Partnership
 Limited Partnership
 Corporation State CA
 Other

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

4. Application number(s) or Trademark number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No(s): 75/670,148; (Mark: Street Scene Equipment Application No. Not Available - application filed 4/8/99)

B. Trademark No(s): 2,087,318; 2,207,441

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mary A. Tuck
Internal Address: LYON & LYON LLP
633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-2066
Phone: (213) 489-1600

6. Total number of applications and trademarks involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00
 Enclosed
 Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: 12-2475

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.
Mary A. Tuck
Mary A. Tuck

Date: July 15, 1999

Total number of pages including cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

07/20/1999 DNGUYEN 00000116 2087318

01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK ASSIGNMENT

WHEREAS, Street Scene Equipment, LLC (“Street Scene”), a California limited liability company having its address and principal place of business at 12691 Monarch Street, Garden Grove, California 92841, has adopted, used, is using, and is the owner of the following trademarks for which the following registrations have issued or applications are pending in the United States Patent and Trademark Office (collectively referred to as the “Trademarks”):

<u>TRADEMARK</u>	<u>REGISTRATION/APPLICATION NO.</u>	<u>DATE FILED</u>
STREET SCENE EQUIPMENT and design	Reg. No.: 2,087,318 Application No.: 75/108,482	May 20, 1996
STREET SMART	Reg. No.: 2,207,441 Application No.: 75/103,691	May 13 1996
STREET SCENE EQUIPMENT	Application No.: Not yet available	April 8, 1999
STREET SCENE EQUIPMENT and design	Application No.: 75/670,148	March 29, 1999

WHEREAS Street Scene has previously executed an Assignment and Assumption Agreement (the “Agreement”), entered into as of April 1, 1998, in which Street Scene assigned all of Street Scene’s assets to Performance Marketing, Inc., (“Performance Marketing”) a California corporation having its address and principal place of business at 12691 Monarch Street, Garden Grove, California 92841; and

WHEREAS the parties understood the Agreement to cover all assets, including said Trademarks; and

WHEREAS the parties are desirous of executing an express assignment, for purposes of recording it with the United States Patent and Trademark Office, to Performance Marketing of Street Scene's entire right, title and interest in and to said Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Street Scene hereby sells, assigns, transfers and sets over unto Performance Marketing its entire right, title and interest, in the United States and throughout the world, in the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the right to recover damages and/or profits from third parties which may arise from infringement or dilution of the Trademarks.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration for any pending applications for the Trademarks to said assignee, Performance Marketing.

IN WITNESS WHEREOF, Street Scene, expressly intending to be legally bound hereby,
has caused this Trademark Assignment to be executed by its duly authorized officer as of the
1 day of June, 1999.

STREET SCENE EQUIPMENT, LLC

By: Ronald S. Parker
Ronald S. Parker
Vice Chairman

STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

On this 1st day of June, 1999, before me,
LINDA MORAN, Notary Public, personally appeared
RONALD S. PARKER proved to me on the basis of satisfactory evidence to be the
person whose name is subscribed to this instrument, and acknowledged that he executed it.

Linda Moran
Notary Public in and for said County and State

