

11-05-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

11/04/1999 DNGUYEN 00000205 2276531

FOR OFFICE USE ONLY

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40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001984 FRAME: 0950

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,276,531"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

BARBARA LOEWENTHAL

Bar

10/29/99

Name of Person Signing

Signature

Date Signed

Assignment of Trademarks

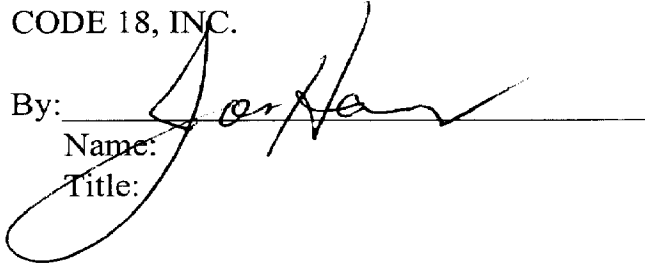
This Assignment of Trademarks is made as of the 12th day of October, 1999, by and between Code 18, Inc., a New York corporation ("Assignor") and Accessory Network Group, Inc., a New York corporation (the "Assignee").

WHEREAS, as of the date hereof, the Assignor is the owner of the trademark registration in the United States of America as delineated on Exhibit "A" annexed hereto (the "Trademarks"); and

WHEREAS, the Assignee is desirous of acquiring the Trademarks, the registrations therefor, and the business and good will of the business in connection therewith.

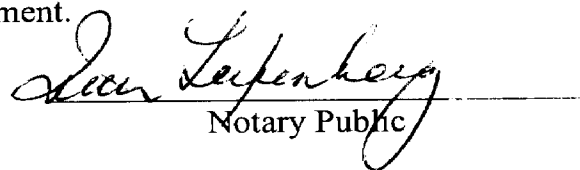
NOW, THEREFORE, the Assignor, for and in consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, Assignor hereby sells, assigns and transfers unto Assignee, Assignor's entire right, title and interest in and to the Trademarks and the above-referenced registrations therefor, together with the good will of the business symbolized by the Trademarks and registrations, and Assignor's entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of the Trademarks.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be executed and sealed by its duly authorized officer as of the date first written above.

CODE 18, INC.
By: 
Name:
Title:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 12th day of October in the year 1999, before me, the undersigned a Notary Public in and for said state, personally appeared JOSEPH HARARY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

IRWIN LUXENBERG
Notary Public, State of New York
No. 4758676
Qualified in Nassau County
Commission Expires Nov 30, 2000

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TRADEMARK
REEL: 001984 FRAME: 0952

RECORDED: 11/02/1999