

12-01-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MKD
11-19-99

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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 Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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40.00 OP
50.00 OP

Public burden for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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)

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.

Mitchell P. Brook
Name of Person Signing


Signature

11/17/99
Date Signed

**ASSIGNMENT OF
TRADEMARK RIGHTS**

WHEREAS, X-CONCEPTS, LLC ("Assignor"), a California Limited Liability Company organized under the laws of the State of California, with a principal place of business at 1238-A Simpson Way, Escondido, California 92029 is the owner and/or registrant of the trademarks for which there are registrations or applications therefor in the United States Patent and Trademark Office and/or foreign trademark offices as identified on Schedule A attached hereto; and

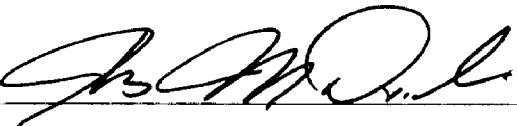
WHEREAS, RETAIL SOURCE DISTRIBUTING, LLC ("Assignee"), a California Limited Liability Company organized under the laws of the State of California, with a principal place of business at 1238-A Simpson Way, Escondido, California 92029 is desirous of acquiring the trademarks and the registrations and/or applications therefor as identified on Schedule A:

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all right, title and interest in and to the trademarks and the registrations and/or applications as identified on Schedule A and any corresponding foreign trademark rights, together with the goodwill of the business symbolized by the marks and the above-identified registrations and/or applications thereof, the same to be held and enjoyed by Assignee for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

AND, Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

ASSIGNOR: X-CONCEPTS, LLC

Date: March 4, 1989

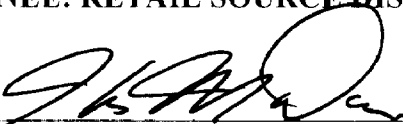
Signed: 

Name: Thomas M. Davidson

Title: Managing Member

ASSIGNEE: RETAIL SOURCE DISTRIBUTING, LLC

Date: November 4, 1989

Signed: 

Name: Thomas M. Davidson

Title: Managing Member

Schedule A - Assignment of Trademark Rights
From X-Concepts, LLC To Retail Source Distributing, LLC

1. Mark : STUPID LAND
Country : United States
Application No. : 75/683,928
Registration No. : N/A
Filing Date : April 16, 1999
Issue Date : N/A
Classes : 16, 18, 20, 24, 25, 28
Owner : X-Concepts, LLC
Status : Pending. Response to office action due February 2, 2000.

2. Mark : STUPID PEOPLE
Country : United States
Application No. : 75/684,548
Registration No. : N/A
Filing Date : April 16, 1999
Issue Date : N/A
Classes : 16, 18, 20, 24, 25, 28
Owner : X-Concepts, LLC
Status : Pending. Response to office action due February 2, 2000.

3. Mark : STUPID STREET
Country : United States
Application No. : 75/691,929
Registration No. : N/A
Filing Date : April 16, 1999
Issue Date : N/A
Classes : 16, 18, 20, 24, 25, 28
Owner : X-Concepts, LLC
Status : Pending. Response to office action due February 2, 2000.

4. Mark : STUPID LAND
Country : Australia
Application No. : 806540
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.

5. Mark : STUPID PEOPLE
Country : Australia
Application No. : 806538
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.
6. Mark : STUPID STREET
Country : Australia
Application No. : 806539
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.
7. Mark : STUPID LAND
Country : European Community
Application No. : 1303825
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.
8. Mark : STUPID PEOPLE
Country : European Community
Application No. : 1303791
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.

9. Mark : STUPID STREET
Country : European Community
Application No. : 1302587
Registration No. : N/A
Filing Date : September 9, 1999
Issue Date : N/A
Classes : 25, 28
Owner : X-Concepts, LLC
Status : Pending.