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...ied original documents or copy thereof.

1. Name of conveying party:

Sam's Group, Inc. d.b.a. Rubber Stampede
967 Stanford Avenue
Oakland, California 94608

12-14-99

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: November 15, 1999

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

Name: Rubber Stampede, Inc.

Internal Address:

Street Address: 2550 Pellissier Place

City: Whittier State: CA ZIP: 90601

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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

(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,970,223

2,082,972

Additional numbers attached? Yes No

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

Name: Suzanne J. Heeg, Esquire

Internal Address: Sheppard, Mullin, Richter &

Hampton LLP

Street Address: 333 South Hope Street, 48th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-1853

01/06/2000 DNGUYEN 00000002 1970223

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Suzanne J. Heeg

Name of Person Signing

Signature

December 9, 1999

Date

Total number of pages including cover sheet, attachments, and document: 5

TRADEMARK

TRADEMARK ASSIGNMENT

Assignment made as of November 15, 1999, by Sam's Group, Inc., d.b.a. Rubber Stampede ("Assignor") to Rubber Stampede, Inc., with its principal place of business at 2550 Pellissier Place, Whittier, California 90601-1505 ("Assignee").

WHEREAS, Assignor has adopted, used, and is using certain trademarks and service marks (the "Trademarks") in connection with its business;

WHEREAS, Assignor has been granted certain United States trademark registrations (the "Registrations"), with the registration numbers identified in Exhibit A attached hereto;

WHEREAS, Assignee desires to receive an assignment of the full right, title, and interest in the Trademarks, and Assignor is willing to make such assignment;

WHEREAS, Assignor is assigning the Trademarks and the Registrations to Assignee as part of the sale of the assets of Assignor; and

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Trademarks and the Registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, known and unknown, together with the goodwill of the business symbolized by the Trademarks; the Registrations and all rights that arise from the Registrations; all rights to seek other registrations of the Trademarks in the United States Patent and Trademark Office or elsewhere; and all causes of action, past and future, for infringement of the Trademarks or other violations of the rights assigned hereunder.

Sam's Group, Inc., d.b.a. Rubber Stampede (Assignor)

By: Samuel Ellis Katzen

(print)

Samuel Ellis Katzen

(sign)

Its: President

STATE OF California)
) SS:
COUNTY OF San Francisco

On this 15th day of November, 1999, before me personally appeared

Samuel Ellis Katron, who acknowledged himself to be the President of
Sam's Group, Inc., and that he, as such President, being authorized
to do so, executed this instrument on behalf of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Darlene M. Flynn
Notary Public

(Affix stamp)

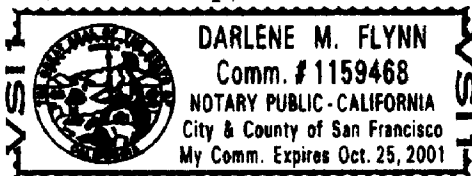


EXHIBIT A

United States Registration No. 1,970,223, registered April 23, 1996, for KIDSTONE, for stamp pads and ink for stamp pads.

United States Registration No. 2,082,972, registered July 29, 1997, for PAINT STONE, for stamp pads and ink for stamp pads.