FCRM PTO-1618A Expires 06/30/99 OMB 0651-0027

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or topy(res).				
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Resubmission (Non-Recordation) Document ID # Security Agreement Nunc Pro Tuncassignment Effective Date				
Correction of PTO Error Month Day Year				
Reel # Frame # 502 14 00				
Corrective Document Change of Name				
Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year				
Name Copa Distributors LLC 02 14 00				
Formerly				
Individual General Partnership Limited Partnership Corporation Association				
X Other Limited Liability Company				
X Citizenship/State of Incorporation/Organization Nevada				
Receiving Party Mark if additional names of receiving parties attached				
Name GT Merchandising & Licensing Corp.				
DBA/AKA/TA				
Composed of				
Address(line 1) 16 East 40th Street				
Address (line 2)				
Address (line 3) New York City New York 10016				
State/Country				
Individual General Partnership Limited Partnership assignment and the receiving party is not domiciled in the United States, an				
Accordation appointment of a domestic				
representative should be attached.				
Other document from Assignment)				
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Citizenship/State of incorporation/organization				
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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

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Name [Karen Charal Gross			
Address (line 1)	c/o GT Merchandising & Licensing Corp.			
Address (line 2)	l6 East 40th Street			
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Number of Properties Enter the total number of properties involved. # 2				
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): Method of Payment: Enclosed X 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.				
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ASSIGNMENT

WHEREAS, Copa Distributors LLC, a Nevada limited liability company, having an address at 2501 Alton Parkway, Irvine, California 92606 is the assignee of the Trademark COPA which was registered in the United States Patent and Trademark Office on April 7, 1998 under Registration No. 2,148,554 and on April 14, 1999 under Registration No. 2,150,065 and has continually used the Trademark; and

WHEREAS, GT Merchandising & Licensing Corp., a Delaware corporation. having an address at 16 East 40th Street, New York, New York 10016, is desirous of acquiring said trademark registrations.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Copa Distributors LLC hereby assigns to GTM&L all right, title and interest in the United States in and to said trademark together with the goodwill of the business symbolized by the said trademark and the registrations thereof, and authorizes the Patent and Trademark office to record said trademark and registrations as the property of GTM&L, together with the right to sue and collect for past infringement thereof.

Signed at ATABANBARA, AIFINAIA, this 14 day of FERRUAN, 2000.

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Lew Eisaguiree

Managing Member

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