

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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
- Change of Name
- Other _____

Effective Date
Month Day Year
2/7/2001

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Autumn Ventures, LLC

2/7/2001

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name Pearl Entertainment, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 305 East 46th Street

Address (line 2) _____

Address (line 3)

New York

New York

10017

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

- Citizenship/State of Incorporation/Organization New York

FOR OFFICE USE ONLY

Public burden reporting 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, DC 20231

700003880

REEL: 002190 FRAME: 0416

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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" value="76117414"/>	<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"/>	<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.)

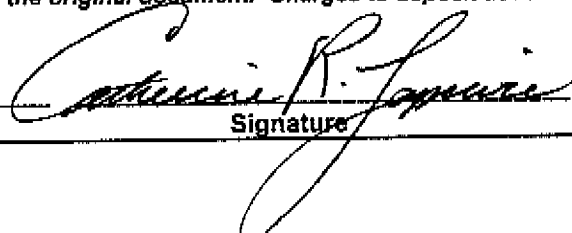
Deposit Account Number: #

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.

Catherine R. Lapcevic
Name of Person Signing

 2/8/01

Signature Date Signed

ASSIGNMENT OF TRADEMARK

WHEREAS, Autumn Ventures, LLC, the full post office address of whose principal office or place of business is 305 East 46th Street, New York, NY 10017 (the Assignor), is the owner of the trademark "RITES OF AUTUMN" which is the subject of an application for registration in the United States Trademark Office under Serial Number 76/117,414 (the Trademark);

AND WHEREAS, Pearl Entertainment, Inc., the full post office address of whose principal office or place of business is 305 East 46th Street, New York, NY 10017, (the Assignee) is desirous of acquiring from the Assignor the whole right, title and interest in and to the Trademark together with the goodwill of the business carried on in association with the Trademark;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that it has sold, assigned and transferred and by these presents does hereby sell, assign and transfer unto the Assignee, its successors and assigns, the whole right, title and interest in and to the Trademark throughout the World and the goodwill of the business carried on in association with the Trademark throughout the World, together with the rights to sue for past infringement of the Trademark, together with all rights of priority, and all Trademark applications and Trademark registrations in all countries of the World, the same to be held and enjoyed by the Assignee, its successors and assigns as fully and effectually as they would have been held and enjoyed by the Assignor had this agreement and sale not been made.

EXECUTED as of this 7th day of February, 2001.

AUTUMN VENTURES, LLC

By: 

Name: Donald Sperling

Title: President/Managing Partner