

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

James P. Smith, Jr.

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: MARKSMEN

Internal

Address: _____

Street Address: 116 N. Maryland Ave

City: Glendale State: CA Zip: 91206

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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 number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
2234641

Additional number(s) attached Yes No

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

Name: Cindy Carey

Internal Address: _____

Diageo North America, Inc.

Street Address: Six Landmark Sq

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

083120

DO NOT USE THIS SPACE

9. Signature.

Cindy D. Carey
Name of Person Signing

Cindy Carey
Signature

April 19, 2002
Date

Total number of pages including cover sheet, attachments and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231



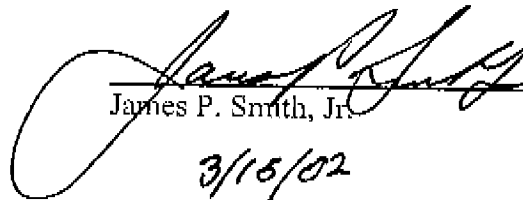
Trademark Assignment

This Trademark Assignment is made on March 13, 2002, by, James P. Smith, Jr., 552 Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082 ("Assignor"), in favor of Marksmen, located at 116 N. Maryland Avenue, Glendale, CA 91206 ("Assignee").

- A. Assignor owns the Carnival mark, including (without limitation) trademark Registration No. 2,234,641 (together, the "Mark").
- B. Assignee desires to acquire the Mark and the goodwill associated with the Mark.

Therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns to Assignee, free and clear of all known claims, liens, and encumbrances, all of its right, title, and interest in the Mark, together with the goodwill of the business symbolized by the Mark. All rights and privileges associated with the Mark will be owned by Assignee, its successors and assigns.

ASSIGNEE:



 James P. Smith, Jr.
 3/13/02

WWW.MARKSMEN.COM

1-WA/1765606.1

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TRADEMARK

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