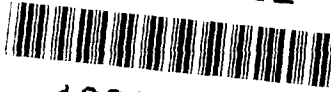


06-04-2002



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK RECORDS
OFFICE
MAY 22 11:43
FINANCE SECTION

**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 5-29-02
- 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
05/16/02

Name **Cigarette Racing Team, Inc.**

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization **Florida**

Receiving Party

Mark if additional names of receiving parties attached

Name **The Braver Capital Group, LLC**

DBA/AKA/TA

Composed of

Address (line 1) **200 North Milwaukee Avenue, Suite 213**

Address (line 2)

Address (line 3) **Libertyville**

IL

USA

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other **Limited Liability Company**

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 **Illinois**

06/03/2002 LMUELLER 00000125 061450 75890979

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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, 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)		
<input type="text" value="75/890,979"/>	<input type="text" value="75/821,548"/>	<input type="text" value="75/822,016"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/182,551"/>	<input type="text" value="76/022,394"/>	<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.

Neal D. Marcus
Name of Person Signing

Neal D. Marcus 05-29-2002
Signature Date Signed

ASSIGNMENT

WHEREAS, Cigarette Racing Team, Inc., a corporation organized and existing under the laws of the State of Florida, (the "Assignor"), located at 3131 N.E. 188th Street, North Miami Beach, Florida, U.S.A. is owner of various names and trademarks attached hereto as Schedule A (the "Trademarks"), and/or, has contractually acquired rights thereto from the former owner thereof, formerly known as Cigarette Racing Team, Inc., an Alabama corporation, ("former owner"), including the right to demand conveyance and transfer documents be executed to formalize or otherwise effectuate those rights in Assignor or its designee;

WHEREAS, The Braver Capital Group, LLC., a Limited Liability Company, organized and existing under the laws of the State of Illinois, located at 200 N. Milwaukee Avenue, Suite 213, Libertyville, Illinois, U.S.A. is desirous of acquiring the Trademarks and the applications and registrations thereof, as well as any other trademark rights, applications and registrations currently owned by Assignor in any country of the world, whether or not listed in Schedule A;

NOW, THEREFORE, in consideration of \$1.00 (One Dollar), and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, and sell to Assignee all rights, title and interest in and to the Trademarks, including the goodwill of the business(es) symbolized thereby, and other rights therein, and together with all rights and title to any application or registrations thereof, including the goodwill of the business(es) symbolized thereby, which have been acquired or may be acquired in the future, and together with any other trademark rights, applications and registrations currently owned by Assignor in any country of the world, including the goodwill of the business(es) symbolized thereby, whether or not listed in Schedule A, and any and all renewals and extensions that may

Initials: Assignor _____;

Assignee _____.

Page 1 of 3

be secured under the laws now or hereafter pertaining thereto in the United States and other countries of the world and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Assignee's rights as the assignee shall extend to successors and assigns, for and during the existence of any such Trademarks, and all renewals and extensions thereof.

Assignor further undertakes, consistent with its obligations under the concurrently executed closing documents, at Assignee's expense, to execute and deliver to Assignee such other necessary instruments of conveyance and transfer and take such other action as Assignee may reasonably request so as more effectively to sell, transfer, assign and deliver and vest in Assignee title to and possession of the Trademarks, applications, and registrations and other marks designated herein.

Executed as of the 14th day of May, 2002.

CIGARETTE RACING TEAM, INC.

By: [Signature]
Name: GLENN LAKEN
Title: PRESIDENT

THE BRAVER CAPITAL GROUP, LLC.

By: [Signature]
Name: SKIP BRAVER
Title: PRESIDENT

Initials: Assignor _____
Assignee _____

ACKNOWLEDGMENT

State of Florida)
)ss:
County of Dade }

On this 10th day of May, 2002 before me appeared Glen Laker
the person who signed this instrument, who acknowledged that he signed it as a
free act on behalf of CIGARETTE RACING TEAM, INC. with authority to do so.

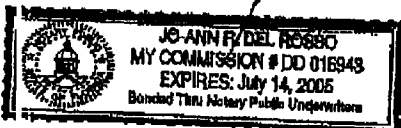
[Signature]
Notary Public



State of Florida)
)ss:
County of Dade }

On this 10th day of May, 2002 before me appeared Skip Craver
the person who signed this instrument, who acknowledged that he signed it as a
free act on behalf of THE BRAVER CAPITAL GROUP, LLC. with authority to do so.

[Signature]
Notary Public



Initials: Assignor _____;
Assignee _____.

SCHEDULE A

COUNTRY	TRADEMARK	APPLICATION	SERIAL NO.	CLASS
U.S.	CIGARETTE	Application	75890,979	6,16,18,21,24,25 (use based) 8,9,14,28 (TTU)*
U.S.	CIGARETTE	Application	75821,548	35 (TTU)*
U.S.	CIGARETTE	Application	75822,016	9,12, 28(TTU)*
U.S.	THE ULTIMATE OFFSHORE STORE	Application	76182,551	35 (TTU)*
U.S.	1 WORLD CIGARETTE CART RACING TEAM & Design	Application	76022,994	28 (TTU)*
U.S.	1 WORLD CHAMPION CIGARETTE RACING TEAM & Design	Registration	1,173,121.	12
U.S.	CIGARETTE	Registration	1,200,981	12
U.S.	WORLD CHAMPION CIGARETTE RACING TEAM 1 & Design	Registration	1,245,373	25
U.S.	TOP GUN	Registration	2,185,198	12
U.S.	CAFFRACER & Design	Registration	1,520,791	12
U.S.	CAFÉ RACER	Registration	1,507,022	12
U.S.	CAFÉ RACHER	Registration	1,447,671	25
U.S.	FIREFOX	Registration	1,397,587	12
U.S.	DECAHLON	Registration	1,449,571	12

* TTU=Intent-to-Use. Such applications are assignable and hereby assigned only to extent Assignee is a successor to Assignor's business, or portion of business to which the intent-to-use

mark pertains, if that business is ongoing and existing. 15 U.S.C. §1060. If otherwise found, this document shall represent only an agreement to assign the mark in the future, upon registration and proper use thereof, or the filing of an amendment to allege use, or statement of use, in the name of and on behalf of the current owner or its authorized licensee under 15 U.S.C. §1055.

COUNTRY	TRADEMARK		REG NO./ APP.NO.	CLASS
Argentina	1 WORLD CHAMPION CIGARETTE RACING TEAM and LOGO	ASSIGNMENT TO CRT PENDING	2198053	12
Australia	CIGARETTE	REGISTRATION	433630	12
Australia	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	433619	25
Austria	CIGARETTE	REGISTRATION	111465	12
Austria	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	112111	12
Bahamas	CIGARETTE & LOGO	REGISTRATION	17112	38
Bahamas	CIGARETTE & LOGO	REGISTRATION	11750	21
Bahamas	CIGARETTE	REGISTRATION	11751	21
Belgium	CIGARETTE	REGISTRATION	659,605	12/25/28
Belgium	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	658,130	12/25/ 28
Brazil	CAFÉ RACER	REGISTRATION	813462088	7
Brazil	CIGARETTE (DEVICE)	REGISTRATION	813414938	14
Brazil	CAFÉ RACER	REGISTRATION	813462096	25
Brunei	1 CIGARETTE WORLD CHAMPION RACING TEAM and ELLIPSE	APPLICATION	BRU124549	12
Canada	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	408932	12, 25
Canada	CIGARETTE	REGISTRATION	406676	12
Colombia	CIGARETTE	REGISTRATION	125,208	12
Colombia	1 WORLD CHAMPION CIGARETTE RACING	REGISTRATION	125,727	12

	TEAM				
CTM	CIGARETTE & DESIGN	REGISTRATION	1139476	12,25	
CTM	CIGARETTE	REGISTRATION	1139443	12,25	
Denmark	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	VR1995 02171	25	
Finland	1 WORLD CHAMPION CIGARETTE TEAM	REGISTRATION	103919	12	
France	CIGARETTE	REGISTRATION	96639252	12 & 25	
France	CIGARETTE LOGO	REGISTRATION	96639250	12 & 25	
Germany	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	1093520	12 & 25	
Germany	CIGARETTE	REGISTRATION	1087181	12 & 25	
Greece	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	122919	25	
Hong Kong	CIGARETTE	REGISTRATION	2416 1985	21	
Hong Kong	CIGARETTE	REGISTRATION	2087 1986	6	
India	CIGARETTE	REGISTRATION	442647	12	
Ireland	CIGARETTE & DESIGN	REGISTRATION	120420	12	
Ireland	CIGARETTE	REGISTRATION	120419	12	
Israel	CIGARETTE	REGISTRATION	61,916	12	
Israel	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	61,915	12	
Italy	CIGARETTE	REGISTRATION	728,538	12,25	
Italy	CIGARETTE (Logo)	REGISTRATION	728,539	12,25	
Japan	CIGARETTE	REGISTRATION	237,1461	12	
Japan	1 WORLD CHAMPION CIGARETTE RACING	REGISTRATION	2371462	12	

TEAM					
Lebanon	CIGARETTE		REGISTRATION	79052	12, 25
Lebanon	1 WORLD CHAMPION CIGARETTE RACING TEAM		REGISTRATION	79053	12, 25
Macao	CIGARETTE		REGISTRATION	12 226-M	12
Malaysia	1 CIGARETTE WORLD CHAMPION RACING TEAM and ELLIPSE		REGISTRATION	MA 9500953	25
Malaysia	1 CIGARETTE WORLD CHAMPION RACING TEAM and ELLIPSE		REGISTRATION	MA 9500954	12
Monoaco	CIGARETTE		REGISTRATION	R96 17458	12
Monaco	CIGARETTE (DEVELOP)		REGISTRATION	R96 17459	12
New Zealand	CIGARETTE LOGO		REGISTRATION	162174	12
New Zealand	CIGARETTE		REGISTRATION	162173	12
Norway	CIGARETTE		REGISTRATION	126508	12
Portugal	1 WORLD CHAMPION CIGARETTE RACING TEAM		REGISTRATION	231 553	12
Portugal	CIGARETTE		REGISTRATION	231 552	12
Puerto Rico	CIGARETTE		REGISTRATION	29,289	12
Singapore	CIGARETTE LOGO		REGISTRATION	S414885	12
Singapore	CIGARETTE		REGISTRATION	S414785	12
Singapore	1 CIGARETTE WORLD CHAMPION RACING TEAM and ELLIPSE		REGISTRATION	B T9500796C	25
South Africa	CIGARETTE & DESIGN		REGISTRATION	89 0439	12
South Korea	1 WORLD CHAMPION CIGARETTE RACING TEAM		REGISTRATION	349255	45
South Africa	CIGARETTE		REGISTRATION	89 0438	12

TRADEMARK

REEL: 002517 FRAME: 0612

Spain	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	116721	12
Spain	CIGARETTE	REGISTRATION	1116726	12
Sweden	CIGARETTE	REGISTRATION	201254	12
Sweden	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	202013	12
Switzerland	CIGARETTE	REGISTRATION	345135	12
Switzerland	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	345224	12
Taiwan	CIGARETTE	REGISTRATION	435474	82
Taiwan	CIGARETTE LOGO	REGISTRATION	441371	82
Thailand	1 WORLD CHAMPION CIGARETTE RACING TEAM	REGISTRATION	TM43848	25
Turkey	CIGARETTE	REGISTRATION	110162	12
Turkey	CIGARETTE LOGO	REGISTRATION	112832	12
UK	CIGARETTE LOGO	REGISTRATION	1249591	12
UK	CIGARETTE	REGISTRATION	1249590	12
Venezuela	DEVON TITTON 188	REGISTRATION	163865-F	12
Venezuela	CAPÉ RACER	REGISTRATION	162054 F	12
Venezuela	CAPÉ RACER	REGISTRATION	162055 F	25
Venezuela	CIGARETTE	REGISTRATION	P-230.667	25
Venezuela	CIGARETTE (Label)	REGISTRATION	147332-F	19
Venezuela	CIGARETTE	REGISTRATION	147333-F	19