

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

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

1. Name of conveying party(ies):

INDUSTRY THREAT

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

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

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

Name: Kareem Campbell

Internal Address:
Street Address: 16561 Gemini Lane

City: Huntington Beach
State: CA Zip: 92647

- Individual(s) citizenship: United States
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 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

3. Nature of Conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other: Termination of Security Interest

Execution Date: April 7, 2003

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

2,274,754

Additional numbers attached? Yes No

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

Name: Lynn M. Humphreys
MORRISON & FOERSTER LLP

Internal Address: Atty Dkt: 488312400100

Street Address: 425 Market Street

City: San Francisco State: CA Zip: 94105

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number: 03-1952
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Lynn M. Humphreys
Name of Person Signing


Signature

June 4, 2003
Date

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

TERMINATION OF TRADEMARK SECURITY INTEREST

This is a Termination of Trademark Security Interest, dated as of April 7, 2003, executed by Industry Threat, a California corporation ("Secured Party") in favor of Kareem Campbell ("Debtor"), releasing all security interests of the Secured Party in the Trademarks (defined below) owned by the Debtor.

RECITALS

WHEREAS, pursuant to that certain Security Agreement dated as January 26, 2001 by and among the Debtor and the Secured Party (as amended, restated, extended, and replaced, the "Security Agreement"), the Debtor granted to Secured Party a security interest in certain assets of the Debtor, including, without limitation, the trademarks specifically described on Schedule 1 attached hereto (the "Trademarks");

WHEREAS, the Security Agreement was recorded against the Trademarks in the United States Patent and Trademark Office; and

WHEREAS, the parties desire to terminate the Secured Parties' security interest in the Trademarks;

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

AGREEMENT

1. Termination of Security Interest. The Secured Party hereby terminates all of the Secured Party's security interest in the Trademarks.
2. Revocation of Power of Attorney. The powers of attorney granted by Debtor to the Secured Party pursuant to Section 6 of the Security Agreement are hereby revoked with respect to the Trademarks.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Trademark Security Interest to be duly executed on the date first mentioned above.

INDUSTRY THREAT, a California corporation

By: 

Name: FRANK MESSMANN

Title: CEO

STATE OF California)
) ss.
COUNTY OF Los Angeles)

On April 7, 2003, before me, the undersigned notary public in and for said County and State, personally appeared Frank Messmann, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that, by his/her/their signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

Micah Rochelle Mullens
My commission expires on 4/9/03



Schedule 1 to Termination of
Trademark Security Interest

| TRADEMARK / SERVICE MARK | REGISTRATION / APPLICATION NUMBER |
|----------------------------------|-----------------------------------|
| AXION | 2,274,754 |
| AXION | 2,311,160 |
| CITY STARS | 75/616,279 |
| DON'T TALK ABOUT IT, BE ABOUT IT | 75/582,520 |
| KICK AXION | 2,038,418 |
| TRIANGLE DESIGN | 2,164,033 |
| TRIANGLE DESIGN | 2,283,740 |

MORRISON & FOERSTER LLP

Attorneys at Law
 425 Market Street
 San Francisco, California 94105-2482
 Telephone: (415) 268-7000
 Facsimile: (415) 268-7522

To:

| NAME: | FACSIMILE: | TELEPHONE: |
|--|----------------|----------------|
| United States Patent and Trademark Office Assignment Branch | (703) 306-5995 | (703) 308-9723 |

FROM: Lynn M. Humphreys

DATE: June 4, 2003

| | |
|---|-------------------------------------|
| Number of pages with cover page: 5 | Our reference: 48831-2400100 |
|---|-------------------------------------|

Preparer of this slip has confirmed that facsimile number given is correct: 10119/SLG5

CAUTION - CONFIDENTIAL

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CERTIFICATE OF FACSIMILE TRANSMITTAL

I hereby certify that this correspondence is being transmitted via facsimile to the United States Patent and Trademark Office in Washington, D.C. under 37 C.F.R. § 1.8 on June 4, 2003 to the facsimile number appearing above.

Sarah Guillen

 Sarah Guillen

Documents: Recordation Form Cover Sheet - TRADEMARKS ONLY – Termination of Security Interest

**IF YOU DO NOT RECEIVE ALL OF THE PAGES, PLEASE CALL
 SARAH GUILLEN AT (415) 268-7416 AS SOON AS POSSIBLE.**

SF-1512981

RECORDED: 06/04/2003

TRADEMARK

REEL: 002663 FRAME: 0562