

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

**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):
Y-VISIONARY, INC

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

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

2. Name and address of receiving party(ies)
Name: Y-VISIONARY LP.
Internal Address: Ste 120
Street Address: 125 So Anita
City: Orange State: CA Zip: 92868

Individual(s) citizenship _____
 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 _____

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 2,138,044
 B. Trademark Registration No.(s) 2,138,044

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: BENITA KICHLER ESQ.
 Internal Address: _____
 Street Address: 720 CLUBSIDE DR.
 City: Roswell State: GA Zip: 30076

7. Total fee (37 CFR 3.41).....\$ _____
 Enclosed Previously paid see attached
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

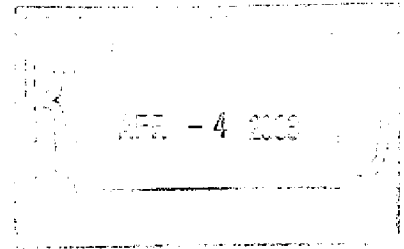
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

BENITA KICHLER [Signature] 9/2/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK ASSIGNMENT



WHEREAS, Y-VISIONARY INC., a corporation of the state of California, ("ASSIGNEE) formerly having its principal office and place of business at 19200 Von Karmen Avenue Suite 400, Irvine, California 92612 U.S.A., having adopted, and having used the following trademarks, as registered in the United States Patent and Trademark Office;

BW

DRAG RACER;

Reg No. 2,138,044 dated February 17, 1998 in the USPTO

WHEREAS, Y-VISIONARY LP., a limited partnership of the state of California, ("ASSIGNEE) having its principal office and place of business at 125 South Anita, Suite 120, Orange, California 92868, is desirous of acquiring said registrations and trademarks therefor;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Y-VISIONARY INC. does hereby assign unto the said Y-VISIONARY LP all rights, title and interest in and to said trademark registrations, together with the goodwill of the business symbolized by the trademark and in and to all causes of action, either in law or in equity, and any rights to sue for past, present or future infringement thereof.

DATED: March 7, 2003

Y-VISIONARY INC..

BY: *Jerry Maggiora*
NAME:
TITLE:

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