

7/30/04

08-03-2004

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

Sub-Urban Industries, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 7, 2004

2. Name and address of receiving party(ies)

Name: Hazelton Capital Limited Partnership

Internal

Address: _____

Street Address: 28 Hazelton Avenue

City: Toronto State: Canada Zip: M5R 2E2

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Ontario, Canada
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

See attached Schedule A

B. Trademark Registration No.(s) _____

See attached Schedule A

Additional number(s) attached Yes No

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

Name: Annabelle V. Irey

Internal Address: Phillips Lytle LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY Zip: 14203

6. Total number of applications and registrations involved: _____

12

7. Total fee (37 CFR 3.41).....\$315

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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FINANCE SECTION

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9. Signature.

Annabelle V. Irey
Name of Person Signing

Annabelle V. Irey
Signature

June 30, 2004
Date

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

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

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01 FC:8521
02 FC:8522

40.00 OP
275.00 OP

TRADEMARK
REEL: 003019 FRAME: 0367

SCHEDULE A

TO NOTICE OF SECURITY INTEREST

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>REGISTRATION NUMBER</u>
PYT	76-559174	
It s All Wood	76-538224	
YT	76-566399	
YT	76-527277	
N/A (Design Only)	76-523979	
N/A (Design Only)	76-523978	
N/A (Design Only)	76-523980	
Whiteboy	76-511641	
Whiteboy Records	76-507784	
Whiteboy	76-524161	
Whiteboy	76-507783	
Whiteboy	78-093948	2833040

SSSen
BFLO Doc. # 1387398.2

TorDocs_2179031 onSA-FINA 1

TRADEMARK
REEL: 003019 FRAME: 0368

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NOTICE OF SECURITY INTEREST

Notice is hereby given that **SUB-URBAN INDUSTRIES, INC.**, a California corporation, with its principal place of business located at 500 Molino Street #215, Los Angeles, California 90013 (Debtor) has granted a security interest to **HAZELTON CAPITAL LIMITED PARTNERSHIP** (Secured Party), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Debtor and Secured Party dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: ~~May~~ ^{June 7} __, 2004

SUB-URBAN INDUSTRIES, INC.

By: Joseph E. Shortal
Name: JOSEPH E. SHORTAL
Title: CEO

STATE OF CALIFORNIA)
)SS.:
COUNTY OF LOS ANGELES)

On the 7 day of ~~May~~ ^{June} in the year 2004, before me, the undersigned, personally appeared JOSEPH E SHORTAL personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

