

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Dennis F. Holt

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

Citizenship (see guidelines) United States of America

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Sunset Strip, Inc.

Internal _____
Address: _____
Street Address: 1201 Alta Loma Rd.
City: West Hollywood
State: California
Country: USA Zip: 90069

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Nevada
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) May 9, 2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Joan Kupersmith Larkin

Internal Address: Seyfarth Shaw LLP

Street Address: 2029 Century Park East
Suite 3300

City: Los Angeles

State: CA Zip: 90067-3063

Phone Number: (310) 201-5240

Fax Number: (310) 201-5219

Email Address: jlarkin@seyfarth.com

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 365.00

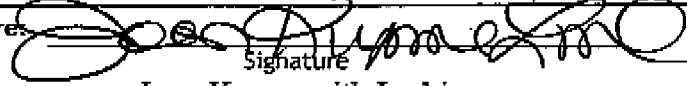
Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-2291

Authorized User Name Joan Kupersmith Larkin

9. Signature:  _____

Signature

Date May 12, 2005

Name of Person Signing Joan Kupersmith Larkin

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mall Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$365.00 502291 76327313

**ATTACHMENT RE: ASSIGNMENT OF TRADEMARKS
AND SERVICE MARKS**

(DENNIS F. HOLT TO SUNSET STRIP, INC.)

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SUNSET STRIP	76/327,313	October 18, 2001
SUNSET STRIP CAFE	76/378,315	March 4, 2002
SUNSET STRIP	76/378,413	March 5, 2002
TEEN QUEEN	76/432,637	July 22, 2002
SUNSET STRIP	76/576,496	February 20, 2004
SUNSET STRIP	76/610,861	September 10, 2004
77 SUNSET STRIP	76/624,650	December 20, 2004
KSSL SUNSET STRIP LIVE	76/624,651	December 20, 2004
SUNSET STRIP LIVE	76/625,124	December 20, 2004
KSSL	76/625,235	December 20, 2004
SUNSET STRIP TRASH	76/626,932	January 4, 2005
SUNSET STRIP RECORDS	76/627,340	January 10, 2005
SUNSETSTRIP.COM	76/631,054	February 17, 2005
SUNSETSTRIP.COM Logo	76/631,055	February 17, 2005

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, Dennis F. Holt, an individual and citizen of the United States, with a business address at 1201 Alta Loma Road, West Hollywood, California 90069 ("Assignor"), is the owner of the entire right, title and interest in and to the United States trademarks and service marks set forth in Schedule A attached hereto and incorporated by reference herein, together with the goodwill of the business associated therewith; and

WHEREAS, Dennis F. Holt has established Sunset Strip, Inc., a corporation organized and existing under the laws of the State of Nevada ("Assignee"), with a business address at 1201 Alta Loma Road, West Hollywood, California 90069, and Assignor has transferred to Assignee, and Assignee has acquired, certain assets of the business of Assignor; and

WHEREAS, with respect to those trademarks and service marks set forth in Schedule A attached hereto that are the subject of pending intent-to-use applications in the United States Patent and Trademark Office, Assignee is the successor to the portion of Assignor's business to which the marks pertain, and such portion is ongoing and existing;

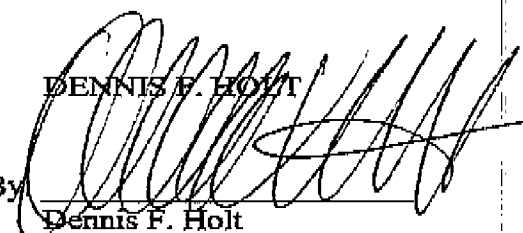
WHEREAS, Assignee desires to acquire all right, title and interest in and to the trademarks and service marks set forth in Schedule A, together with the goodwill of the business associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor hereby irrevocably assigns, sells, and transfers to Assignee all of Assignor's right, title, and interest in and to the trademarks and service marks set forth in Schedule A in the United States, together with the registrations of and applications to register such marks, and the goodwill of the business associated therewith, and the right to sue in Assignee's own name on all claims for past damages and all other legal and equitable relief for infringement or dilution of any of such marks, or unfair competition pertaining to any of such marks, that may have accrued to Assignor prior to the date of this assignment.

Assignor hereby covenants and agrees that it will execute and deliver to Assignee such additional documents, and perform such further acts, as are necessary to enable Assignee to record the assignment of such marks, or otherwise to perfect or confirm this assignment and Assignee's rights in the assigned marks.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by its duly authorized officer as shown below.

Dated: May 9, 2005

DENNIS F. HOLT
By 
Dennis F. Holt

SCHEDULE A

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
SUNSET STRIP	76/327,313	October 18, 2001
SUNSET STRIP CAFE	76/378,315	March 4, 2002
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