

05-14-1999



101037709

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
- 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
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

05/13/1999 DNGUYEN 00000332 2101620

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 2175.00 OP

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)

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.

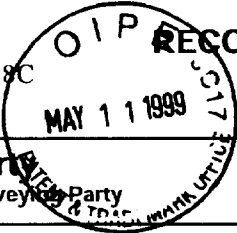
Wendi E. Sloane, Esq.

May 10, 1999

Name of Person Signing

Signature

Date Signed



RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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"/>	<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"/>	<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,215,764	2,101,704	2,215,765
2,117,509	2,103,563	2,057,402
2,213,795	2,057,401	2,099,558
2,107,326	2,213,793	2,101,705
1,987,262	2,150,397	2,055,331
2,059,480	2,057,400	2,101,631
2,099,639	2,099,640	2,115,458

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

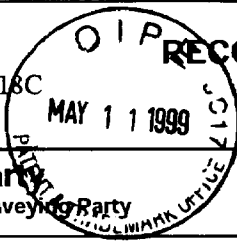
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<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"/>	<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,057,533	2,099,641	2,101,706
2,055,334	2,059,341	2,057,564
2,055,337	2,055,570	2,101,707
2,057,405	2,099,557	2,055,338
2,121,012	2,132,189	2,055,336
2,057,565	2,055,529	2,057,404
2,099,642	2,101,629	2,099,643



RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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"/>	<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"/>	<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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,213,796	2,059,342	2,112,077
2,101,630	2,215,767	2,055,335
2,101,627	2,057,566	2,103,641
2,057,403	2,215,766	2,115,554
2,057,406	2,099,644	2,177,733
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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)

<input type="text" value="75-253,063"/>	<input type="text" value="75-253,065"/>	<input type="text" value="75-140,633"/>
<input type="text" value="75-117,703"/>	<input type="text" value="75-223,386"/>	<input type="text" value="75-223,387"/>
<input type="text" value="75-223,388"/>	<input type="text" value="75-223,383"/>	<input type="text" value="75-223,385"/>

Registration Number(s)

<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.

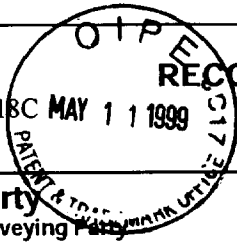
Wendi E. Sloane, Esq.

May 10, 1999

Name of Person Signing

Signature

Date Signed



RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

75-223,384	75-253,064	75-253,066
75-198,564	75-136,467	75-136,457
75-136,469	75-117,705	75-140,600
75-117,713	75-140,605	75-253,088
75-136,456		

**RELEASE AND TERMINATION OF GRANT OF
SECURITY INTEREST IN UNITED STATES TRADEMARKS**

WHEREAS, HELLER FINANCIAL, INC., a Delaware corporation is the owner of an outstanding security interest dated March 19, 1998, filed against the United States trademarks, trademark registrations, and trademark applications of HARD CANDY, INC., set forth in Schedule A (the "Marks"), which security interest was submitted to the Patent and Trademark Office for recordation on April 20, 1999;

WHEREAS, the parties wish to remove and terminate the aforesaid security interest and lien in the name of HELLER FINANCIAL, INC. so that HARD CANDY, INC. will have unencumbered title to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, HELLER FINANCIAL, INC., does hereby release, remit and discharge its security interest and lien outstanding against the Marks and quit claim forever unto HARD CANDY, INC. all its right, title or interest in and to the Marks aforesaid together with any good will of the business symbolized thereby.

IN WITNESS WHEREOF, the undersigned has caused this release to be executed this 7th day of May, 1999.

HELLER FINANCIAL, INC.

By: *Peter Linington*
Peter Linington

Title: Senior Vice President

Dated: May 7, 1999

State of California)
County of Glendale) SS.

On this 7th day of May, 1999, before me personally appeared Peter Linington, known to me to be the individual who executed the foregoing instrument and acknowledged to me that he executed the same as the duly authorized officer of Heller Financial, Inc.

[Signature]
Notary Public



**SCHEDULE A
(Registered Marks)**

Country	Mark	International Classes	Registration No.	Registration Date
United States	AWOL	3	2,101,628	09/30/97
United States	Boink	3	2,213,794	12/29/98
United States	Bubble Gum	3	2,055,333	04/22/97
United States	Candy Man	3	2,215,697	01/05/99
United States	Chocolate Kiss	3	2,122,972 cancellation pending	12/23/97
United States	Chronic	3	2,055,332	04/22/97
United States	Chump	3	2,215,763	01/05/99
United States	Coconut	3	2,099,033	09/23/97
United States	Cowboy	3	2,107,477	10/21/97
United States	Cry Baby	3	2,215,764	01/05/99
United States	Dog	3	2,101,704	09/30/97
United States	Dork	3	2,215,765	01/05/99
United States	Earth	3	2,117,509	12/02/97
United States	Felony	3	2,103,563	10/07/97
United States	Flaming	3	2,057,402	04/29/97
United States	Fluff	3	2,213,795	12/29/98
United States	Frigid	3	2,057,401	04/29/97
United States	Funky Junkie	3	2,099,558	09/23/97
United States	Gangsta Booty	3	2,107,326	10/21/97

Country	Mark	International Classes	Registration No.	Registration Date
United States	Ghetto Girl	3	2,213,793	12/29/98
United States	Gigolo	3	2,101,705	09/30/97
United States	Hard Candy	3	1,987,262	07/16/96
United States	Hard ♥ Candy	3	2,150,397	04/14/98
United States	Haze	3	2,055,331	04/22/97
United States	HC (logo)	3	2,059,480	05/06/97
United States	Heist	3	2,057,400	04/29/97
United States	Hippie Chick	3	2,101,631	09/30/97
United States	Holiday Homicide	3	2,099,639	09/23/97
United States	Icky Eggnog	3	2,099,640	09/23/97
United States	Invisible	3	2,115,458	11/25/97
United States	Jail Bait	3	2,057,533	04/29/97
United States	Jingle Balls	3	2,099,641	09/23/97
United States	Libido	3	2,101,706	09/30/97
United States	Manic	3	2,055,334	04/22/97
United States	Mermaid	3	2,059,341	05/06/97
United States	Narcotic	3	2,057,564	04/29/97
United States	Navel	3	2,055,337	04/22/97
United States	Nymph	3	2,055,570	04/22/97
United States	Oedipus	3	2,101,707	09/30/97
United States	Pavement	3	2,057,405	04/29/97
United States	Pea Soup	3	2,099,557	09/23/97

Country	Mark	International Classes	Registration No.	Registration Date
United States	Pimp	3	2,055,338	04/22/97
United States	Porno	3	2,121,012	12/16/97
United States	Psychotic	3	2,132,189	01/27/98
United States	Pussy Cat	3	2,055,336	04/22/97
United States	Pyro	3	2,057,565	04/29/97
United States	Scam	3	2,055,529	04/22/97
United States	Scorn	3	2,057,404	04/29/97
United States	Seasonal Psychosis	3	2,099,642	09/23/97
United States	Sex Pistol	3	2,101,629	09/30/97
United States	Sexy Santa	3	2,099,643	09/23/97
United States	Skitzo	3	2,213,796	12/29/98
United States	Sky	3	2,059,342	05/06/97
United States	Soul	3	2,112,077	11/11/97
United States	Space Boy	3	2,101,630	09/30/97
United States	Squeeze	3	2,215,767	01/05/99
United States	Sushi	3	2,055,335	04/22/97
United States	Tantrum	3	2,101,627	09/30/97
United States	Tease	3	2,057,566	04/29/97
United States	Testosterone	3	2,103,641	10/07/97
United States	Trailer Trash	3	2,057,403	04/29/97
United States	Tricky	3	2,215,766	01/05/99
United States	Vegas	3	2,115,554	11/25/97

Country	Mark	International Classes	Registration No.	Registration Date
United States	Vinyl	3	2,057,406	09/23/97
United States	XXXmas	3	2,099,644	09/23/97
United States	Bottle Design	3	2,177,733	09/08/95

SCHEDULE A
(Pending Applications)

Country	Mark	International Classes	Serial No.	Filing Date
United States	Candy Boy	3	75-253,063	03/06/97
United States	Candy Girl	3	75-253,065	03/06/97
United States	Fiend	3	75-140,633	07/26/96
United States	Greed	3	75-117,703 opposition pending	06/12/96
United States	Hard Candy	9	75-223,386	01/09/97
United States	Hard ♥ Candy	9	75-223,387	01/09/97
United States	HC (logo)	9	75-223,388	01/09/97
United States	Hard Candy	14	75-223,383	01/09/97
United States	Hard ♥ Candy	14	75-223,385	01/09/97
United States	HC (logo)	14	75-223,384	01/09/97
United States	Candy Boy	25	75-253,064	03/06/97
United States	Candy Girl	25	75-253,066	03/06/97
United States	Candy Man	25	75-198,564	11/15/96
United States	Chocolate Kiss	25	75-136,467 opposition pending	07/19/96
United States	Manic	25	75-136,457 opposition pending	07/19/96
United States	Trailer Trash	25	75-136,469	07/19/96

Country	Mark	International Classes	Serial No.	Filing Date
United States	Fetish	3	75-117,705 pending- suspended	06/12/96
United States	Love Child	3	75-140,600 pending- suspended	07/26/96
United States	Platinum	3	75-117,713 pending- suspended	06/12/96
United States	Tramp	3	75-140,605 pending; Plaintiff in Cancellation Action No. 26507 against Reg. No. 1,079,173	07/26/96
United States	Vice	3	75-253,088	03/06/97
United States	Sky	25	75-136,456 pending; suspended in light of conflict with the prior pending Appl. No. 75-091,571	07/19/96