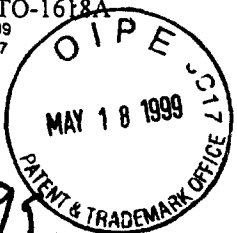


05-26-1999



101045315

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5.18.99

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

Corporation Association

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 Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20501. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1895 FRAME: 0230

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

312/984-3166

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)

| | | | | | |
|----------------------|----------------------|----------------------|--|--|--|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2,101,628"/> | <input type="text" value="2,213,794"/> | <input type="text" value="2,055,333"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2,215,697"/> | <input type="text" value="2,122,972"/> | <input type="text" value="2,055,332"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2,215,763"/> | <input type="text" value="2,099,033"/> | <input type="text" value="2,107,477"/> |

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.

MaryBeth Wilkinson, Esq.

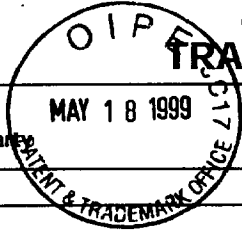
May 17, 1999

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY



Conveying Party

Enter Additional Conveying Parties

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)

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

Mark if additional numbers attached

Trademark Application Number(s)

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

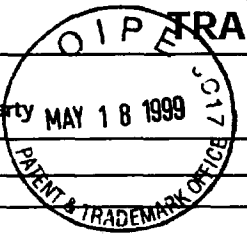
Registration Number(s)

| | | |
|-----------|-----------|-----------|
| 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)

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

Registration Number(s)

| | | |
|-----------|-----------|-----------|
| 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

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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)

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

Registration Number(s)

| | | |
|-----------|-----------|-----------|
| 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 | |
| | | |
| | | |
| | | |

**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 |

**ASSIGNMENT OF UNITED STATES TRADEMARKS
(Registered Marks)**

WHEREAS, Hard Candy, Inc. ("Assignor"), a company organized and existing under the laws of the State of California, having its principal place of business at 110 North Doheny Drive, Beverly Hills, California 90211, United States of America, is the owner of the entire right, title and interest in the trademarks, corresponding trademark applications and registrations, including the goodwill of the business symbolized thereby and associated therewith set forth in Schedule A attached hereto and incorporated herein (hereinafter the "Trademarks");

WHEREAS, Hard Candy L.L.C. ("Assignee"), a company organized and existing under the laws of the State of Delaware, desires to acquire all right, title and interest in the Trademarks, together with the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, capitalized terms, unless otherwise defined herein, shall have the meanings assigned to them in the Agreement;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:

For good and valuable consideration, the receipt and sufficiency of which are acknowledged by Assignor, Assignor does hereby sell, transfer, convey and assign to Assignee, Assignor's entire right, title and interest in and to said Trademarks together with the goodwill of the business symbolized thereby and associated therewith, and the right to sue and recover for any infringements of said Trademarks, the Trademarks to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure the rights hereby conveyed. Assignor further represents and warrants and covenants to Assignee that Assignor has the full right and authority to convey the right, title and interest herein assigned.

IN TESTIMONY WHEREFORE, Assignor has caused this instrument to be signed by its authorized officer as shown below.

Hard Candy, Inc.

Dineh Mohajer Shojjaee
By: Dineh Mohajer Shojjaee
Title: President

Dated as of May 11, 1999

SUBSCRIBED & SWORN TO
before me this 11th day of May, 1999.

Cristy L. Townsend
Notary Public
My Commission expires: April 22, 2002

