

9/14/99

Form PTO-1504  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

REC

09-20-1999



SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101148405

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Anglofranchise USA

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

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

2. Name and address of receiving party(ies):

Name: National Tower, Inc.

Internal Address: \_\_\_\_\_

Street Address: 3700 Wilshire Boulevard, Suite 920

City: Los Angeles State: CA ZIP: 90010

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State California
- 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
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 12, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,863,666

Additional numbers attached?  Yes  No

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

Name: David W. Grace

Internal Address: Loeb & Loeb LLP

Street Address: 10100 Santa Monica Boulevard

Suite 2200

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: [ 1 ]

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-1820

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

09/17/1999 BMSUYEM 00000016 1863666

FC:481

40.00 DP

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.

David W. Grace

Name of Person Signing

Signature

13 Sept 99

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 Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 001959 FRAME: 0761

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: ANGLOFRANCHISE USA  
(General Partnership)  
Registration: 1,863,666  
Mark: BOY  
Int'l Class: 14, 18 & 25

TRADEMARK ASSIGNMENT

WHEREAS, Anglofranchise USA is a general partnership organized and existing under the laws of the state of California with its principal place of business at 7521 Melrose Ave., Los Angeles, California 90046 (hereinafter, "Assignor"); and

WHEREAS, National Tower, Inc. is a corporation organized and existing under the laws of the state of California with its principal place of business at 3700 Wilshire Blvd., Suite 920, Los Angeles, California 90010 (hereinafter, "Assignee").

NOW, THEREFORE, for and in consideration of good and valuable consideration, including \$1.00, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, all of Assignor's right, title and interest, whether statutory or at common law, in and to the mark BOY, Registration Number 1,863,666, (the "Mark"), together with the goodwill of the business symbolized by the Mark, and all corresponding registrations and applications, as well as all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

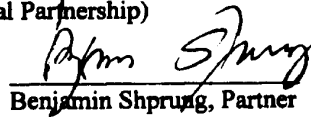
Assignor agrees to cease all further use of the Mark and that it will not at any time challenge the exclusive right of Assignee to use the Mark.

Assignor agrees to execute any further papers and to do such other acts as may be necessary or convenient to vest full title in and to the Mark and other corresponding rights in the Assignee or to otherwise effectuate the intent of this agreement.

IN WITNESS WHEREOF, this Assignment is effective as of the 12 day of May 1999.

Anglofranchise USA (General Partnership)

  
Sasson Osher, Partner

  
Benjamin Shprung, Partner

CC199076.1  
008816  
05/10/1999 jyk

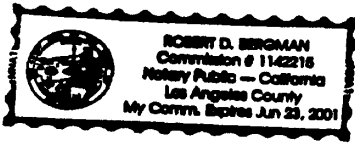
TRADEMARK  
REEL: 001959 FRAME: 0762

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California  
County of Los Angeles } ss.

On 5/12/99 before me, Robert D. Bergman  
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")  
personally appeared Benjamin Shepard  
Name(s) of Signer(s)

personally known to me  
 proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Trust Agreement - Boy

Document Date: 5/12/99 Number of Pages: 1

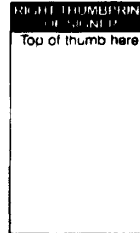
Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_



**TRADEMARK**  
**REEL: 001959 FRAME: 0763**

State of California  
County of LOS ANGELES

On JUL 20 1999 before me, TATIANA JANASHVILI  
(DATE) (NAME/TITLE OF OFFICER-i.e. "JANE DOE, NOTARY PUBLIC")  
personally appeared CASSON OSTER  
(NAME(S) OF SIGNER(S))

personally known to me -OR-

proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

(SEAL)

*Tatiana Janashvili*  
(SIGNATURE OF NOTARY)

**ATTENTION NOTARY**

The information requested below and in the column to the right is **OPTIONAL**. Recording of this document is not required by law and is also optional. It could, however, prevent fraudulent attachment of this certificate to any unauthorized document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:  
Title or Type of Document TRADEMARK ASSIGNMENT  
Number of Pages 1 Date of Document 05-12-99  
Signer(s) Other Than Named Above \_\_\_\_\_

WOLCOTT'S FORM 63237 Rev. 3-84 (price class B-2A) © 1984 WOLCOTT'S FORMS, INC.  
ALL PURPOSE ACKNOWLEDGMENT FOR CALIFORNIA WITH SIGNER CAPACITY/REPRESENTATION/TWO FINGERPRINTS

RIGHT THUMBPRINT (Optional)



CAPACITY CLAIMED BY SIGNER(S)  
 INDIVIDUAL(S)  
 CORPORATE \_\_\_\_\_

OFFICER(S) \_\_\_\_\_ (TITLE)  
 PARTNER(S)  LIMITED  GENERAL  
 ATTORNEY IN FACT  
 TRUSTEE(S)  
 GUARDIAN/CONSERVATOR  
 OTHER: \_\_\_\_\_

SIGNER IS REPRESENTING:  
(Name of Person(s) or Entity(ies))  
\_\_\_\_\_  
\_\_\_\_\_

RIGHT THUMBPRINT (Optional)



CAPACITY CLAIMED BY SIGNER(S)  
 INDIVIDUAL(S)  
 CORPORATE \_\_\_\_\_

OFFICER(S) \_\_\_\_\_ (TITLE)  
 PARTNER(S)  LIMITED  GENERAL  
 ATTORNEY IN FACT  
 TRUSTEE(S)  
 GUARDIAN/CONSERVATOR  
 OTHER: \_\_\_\_\_

SIGNER IS REPRESENTING:  
(Name of Person(s) or Entity(ies))  
\_\_\_\_\_  
\_\_\_\_\_



RECORDED: 09/14/1999

TRADEMARK  
REEL: 001959 FRAME: 0764