

10/15/03

11-06-2003

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
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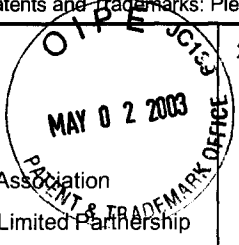
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Barking Duck, Inc. **5-2-03**

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

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



2. Name and address of receiving party(ies)
Name: Downtownco, LLC
Internal Address: c/o Moritt Hock Hamroff & Horowitz, LLP
Street Address: 400 Garden City Plaza
City: Garden City State: New York Zip: 11530

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **4/17/03**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 76/438,540

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Ira C. Edell
 Internal Address: _____

 Street Address: 1901 Research Boulevard
Suite 400
Rockville Maryland 20850
 City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.

Ira C. Edell [Signature] 5/1/03
 Name of Person Signing Signature Date

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

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Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

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TRADEMARK
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TRADEMARK ASSIGNMENT

WHEREAS, Barking Duck Inc. (hereinafter "Assignor"), a corporation organized under the laws of the State of Delaware, and located at c/o Moritt Hock Hamroff & Horowitz, LLP, 400 Garden City Plaza, Garden City, New York 11530, has intended to use the mark DOWNTOWN in interstate commerce and is the owner of the application which was filed with the United States Patent and Trademark Office on August 5, 2002, based on its bona fide intent to use such mark in commerce, which application has been assigned Serial No. 76/438,540, but has not yet filed an allegation of use of the mark under Section 1(c) or 1(d) of the Trademark Act; and

WHEREAS, Downtownco, LLC (hereinafter "Assignee"), a New York Limited Liability Company, and located at c/o Moritt Hock Hamroff & Horowitz, LLP, 400 Garden City Plaza, Garden City, New York 11530, is acquiring the entire business or portion thereof to which the mark pertains as required by 15 U.S.C. § 1060.

NOW, THEREFORE, for goods and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee the mark in the above-identified application as part of the entire business or portion thereof to which the mark pertains as required by 15 U.S.C. § 1060.

Barking Duck Inc.


Name: JACK HARTOG JR
Title: PRESIDENT

Date: 4/17/03