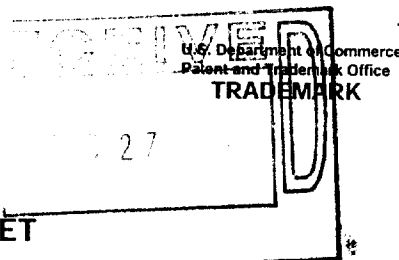


02-09-2000



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MWD
12.27.99

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

02/08/2000 TTM11 00000310 122475 1563988

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 150.00 CH

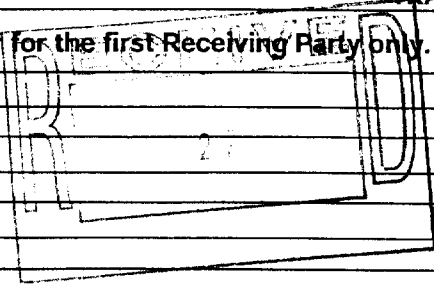
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent 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. 20503. 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

TRADEMARK
REEL: 002018 FRAME: 0732

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)

<input type="text" value="75677937"/>	<input type="text" value="75670148"/>	<input type="text" value="75325395"/>	<input type="text" value="1563988"/>	<input type="text" value="2087318"/>	<input type="text" value="2207441"/>
<input type="text" value="75320956"/>	<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"/>

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.

Brian A. Schar, Reg. No. 45,076

Dec. 22, 1999

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

Assignment made as of August 19, 1999, by Wells Fargo Bank, N.A., as successor to First Interstate Bank of California ("Assignor") to Street Scene Manufacturing, Inc., a California corporation ("Assignee").

WHEREAS, on February 7, 1996, Assignor was granted a security interest in certain trademarks (the "Trademarks") owned by Performance Marketing, Inc. ("Performance"), which was recorded with the United States Patent and Trademark Office;

WHEREAS, Assignor foreclosed on the security interest and exercised its right to transfer, at a private sale pursuant to Section 9504 of the California Uniform Commercial Code, all of Performance's right, title, and interest to the Trademarks, but only to the extent that such right, title and interest was pledged by Performance as collateral to Assignor (the "Pledged Trademark Rights");

WHEREAS, Assignor has acquired the right to transfer all of the Pledged Trademark Rights in applications for the Trademarks in the United States Patent and Trademark Office and the Canadian Intellectual Property Office (the "Applications"), including but not limited to those application serial numbers identified in Exhibit A attached hereto;

WHEREAS, Assignor has acquired the right to transfer all of the Pledged Trademark Rights in Canadian and United States trademark registrations (the "Registrations"), including but not limited to those registration numbers identified in Exhibit A attached hereto;

70055149.1

WHEREAS, Assignee desires to receive an assignment of the full right, title, and interest in the Trademarks, and Assignor is willing to make such assignment;

WHEREAS, Assignor is assigning all rights that it may have to the Trademarks, the Registrations, and the Applications to Assignee as part of the sale of the assets of the Performance Marketing and Street Scene Equipment Divisions of Performance, to which the Trademarks pertain; and

WHEREAS, Assignee desires to acquire the entire interest of the Assignor in the Trademarks, the Registrations, and the Applications and has purchased such interest at the private sale.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby assigns to Assignee all right, title and interest that it may have in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks; the Registrations and all rights that arise from the Registrations; the Applications and any rights that arise from the Applications; all rights to seek other registrations of the Trademarks in the United States Patent and Trademark Office or the Canadian Intellectual Property Office or elsewhere; any all causes of action, past or future, for infringement of the Trademarks or other violations of the rights assigned hereunder. It is understood that Assignor is assigning only whatever interest it may have as to the Trademarks, the Registrations, and the Applications, and that Assignor makes no representations or warranties, except that the Assignor Represents and

warrants that it has the authority to assign its interest in such Trademarks, Registrations, and Applications and has not previously assigned or otherwise transferred such interest.

Wells Fargo Bank, N.A., as successor to
First Interstate Bank of California (Assignor)

By: Darryl Hallie - DARRYL HALLIE
Name:

Its: Vice President

STATE OF CALIFORNIA) SS:

COUNTY OF LOS ANGELES)

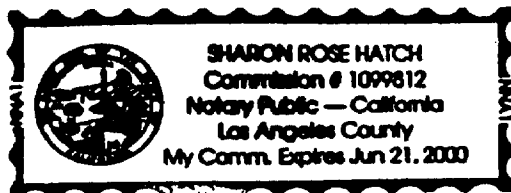
On this 19th day of August, 1999, before me personally appeared DARRYL HALLIE, who acknowledged himself to be the VICE PRESIDENT of WELLS FARGO BANK, NA, and that he, as such VICE PRESIDENT, being authorized to do so, executed this instrument on behalf of such corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sharon Rose Hatch

Notary Public

(Affix stamp)



TRADEMARK

Registrations

<u>Type</u>	<u>Number</u>	<u>Jurisdiction</u>	<u>Description</u>
Trademark	1563988	US	PM Logo
Trademark	2087318	US	SS Street Scene Equipment & Design
Trademark	2207441	US	Street Smart

Pending Applications

<u>Type</u>	<u>Number</u>	<u>Jurisdiction</u>	<u>Filing Date</u>	<u>Description</u>
Trademark	75-677937	US	04/08/99	Street Scene Equipment
Trademark	75-670148	US	03/29/99	Street Scene Equipment & Design
Trademark	75-325395	US	07/16/97	Speed Grille Design
Trademark	75-320956	US	07/08/97	Speed Grille