

04-26-2001



101688360

4.17.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

CANCELLED

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Foothill Capital Corporation

02282001

Formerly _____

1929509

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

Receiving Party

Mark if additional names of receiving parties attached

Name K-5 Leisure Products, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 220 Saulteaux Crescent

Address (line 2) _____

Address (line 3) Winnipeg, Manitoba

CANADA

R3J3W3

City

State/Country

Zip Code

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

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. 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

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

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<input type="text" value="2010663"/>	<input type="text" value="1811874"/>	<input type="text" value="1702960"/>
<input type="text" value="1864592"/>	<input type="text" value="1890484"/>	<input type="text" value="1704668"/>

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.)

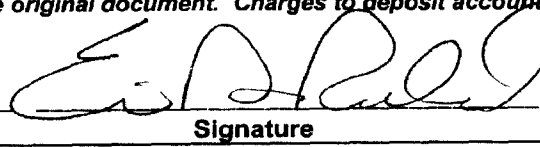
Deposit Account Number: #

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.

Eric D. Paulsrud, Esq.



Name of Person Signing

Signature

Date Signed

**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/AKATA

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

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Registration Number(s)

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<input type="text" value="1704667"/>	<input type="text" value="1634695"/>	<input type="text" value="1654771"/>

**RECORDATION FORM COVER SHEET
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Registration Number(s)

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<input type="text" value="1245148"/>	<input type="text" value="0991970"/>	<input type="text"/>
<input type="text" value="1252778"/>	<input type="text" value="0973984"/>	<input type="text"/>
<input type="text" value="1090236"/>	<input type="text" value="0890887"/>	<input type="text"/>

TRADEMARK ASSIGNMENT

This Assignment granted on this 28 day of February, 2001, by FOOTHILL CAPITAL CORPORATION, a California corporation ("Assignor") and K-5 LEISURE PRODUCTS, INC., a Nevada corporation ("Assignee"), as follows:

RECITALS

WHEREAS, K-TEL INTERNATIONAL, INC., a Minnesota corporation (the "Company") executed an Intellectual Property Security Agreement, dated November 19, 1997, in favor of Assignor, duly recorded on December 1, 1997, at Trademark Reel 1661, Frame 0406 in the United States Patent and Trademark Office (the "Agreement"), pursuant to which the Company assigned and granted to Assignor a security interest in and to all of the Company's right, title and interest in and to certain trademarks, service marks, trade names and applications therefor, as more specifically listed on Exhibit A attached hereto (the "Marks") and the goodwill associated therewith.

WHEREAS, the Assignor wishes to assign all of its right, title and interest in and to the Marks to the Assignee and to assign all of Assignor's liens, claims and encumbrances respecting the Marks, and the goodwill associated therewith, without representation or warranty (collectively, the "Rights").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby assigns transfers and delivers its entire right, title and interest, including all rights of action and damages for past infringement, in and to the Marks and the Rights, together with the goodwill of the business in connection with which said Marks are used or as symbolized thereby, the registration for such of said Marks as are registered the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, licensees or other legal representatives.

IN WITNESSETH WHEREOF, the undersigned, by and through this instrument to be executed on the date first written above.

FOOTHILL CAPITAL CORPORATION,
a California corporation

By: C. MacDonald
Name: C. macdonald
Title: V.P.

K-5 LEISURE PRODUCTS, INC.,
a Nevada corporation

By: P. Davis
Name: Philip Davis
Title: President

KTELASN2-TMRK

EXHIBIT A to Trademark Assignment
LIST OF TRADEMARKS

REGISTERED TRADEMARKS AND SERVICE MARKS

<u>Trademark of Service Mark</u>	<u>Registration Date</u>	<u>Registration No.</u>
K and Design	October 24, 1995	1,929,509
KID-TEL and Design	October 22, 1996	2,010,663
K-TEL	November 29, 1994	1,864,592
ERA RECORDS and Design	March 1, 1994	1,824,227
PEEL-0-MATIC	December 21, 1993	1,811,874
MOTOBRELLA	April 18, 1995	1,890,484
BODY BUILDER	September 29, 1992	1,720,463
HOOKED ON BLUEGRASS	July 28, 1992	1,702,960
HOOKED ON POLKAS	August 4, 1992	1,704,668
HOOKED ON DIXIE	June 23, 1992	1,695,895
HOOKED ON SWING	July 28, 1992	1,702,959
HOOKED ON DANCIN'	July 7, 1992	1,698,896
HOOKED ON	July 28, 1992	1,702,958
HOOKED ON INSTRUMENTALS	November 3, 1992	1,729,018
HOOKED ON THEMES	July 7, 1992	1,698,895
HOOKED ON COUNTRY	August 4, 1992	1,704,667
SCRAPPY SCRUBBER	July 28, 1992	1,704,260
PLAYERPACK	June 9, 1992	1,692,998
MINI FISHERMAN	May 12, 1992	1,687,252
DESIGN ONLY	September 10, 1991	1,656,714
COLD FRONT	September 10, 1991	1,656,675
E ERA	October 23, 1990	1,618,560
AJK MUSIC	February 12, 1991	1,634,695
AJK	February 19, 1991	1,635,363
DESIGN ONLY	June 12, 1990	1,600,562
ERA	November 28, 1989	1,568,087
NOUVEAU	September 26, 1989	1,557,783
HEADFIRST and DESIGN	May 16, 1989	1,539,109
HEADFIRST	April 25, 1989	1,536,265
DOMINION and Design	August 27, 1991	1,654,771
DOMINION	July 9, 1991	1,649,953
AJK	November 15, 1988	1,512,551
SIR LANCELOT	April 17, 1984	1,274,435
ARRIVAL RECORDS	August 16, 1983	1,248,248
ARRIVAL	July 12, 1983	1,245,148
HOOKED ON CLASSICS	October 4, 1983	1,252,778
K and Design	May 2, 1978	1,090,236
K-TEL	November 15, 1977	1,077,308
K and Design	October 25, 1977	1,075,984

K-TEL	September 13, 1977	1,073,196
K and Design	August 27, 1974	991,990
K and Design	August 27, 1974	991,970
K-TEL	November 27, 1973	973,984
MIRACLE BRUSH	May 12, 1970	890,887

PENDING TRADEMARKS AND SERVICE MARKS

<u>Trademark and Service Mark</u>	<u>Filing Date</u>	<u>Serial No.</u>
None		