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Y

10-30-98

To the Honorable Commissioner of Patents

100871653

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Schatzi on Main (formerly Main Street Plaza, Inc.)

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 22, 1998

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

Name: Fitness Publications, Inc.

Internal Address: 3110 Main Street

Street Address:

City: Santa Monica State: CA ZIP: 90405

- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,728,449

Additional numbers attached? Yes No

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

Name: Peter M. Eichler, Esq.

Internal Address: Troop Steuber Pasich

Reddick & Tobey, LLP

Street Address: 2029 Century Park East

24th Floor

City: Los Angeles State: CA ZIP: 90067-3010

6. Total number of applications and registrations involved:

1

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

- Enclosed
- If insufficient
- Authorized to be charged to deposit account

8. Deposit account number:

20-1500

(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.

Jimmye B. Smith

Name of Person Signing

Signature

October 30, 1998

Date

Total number of pages comprising cover sheet:

1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT


WHEREAS, SCHATZI ON MAIN, formerly known as Main Street Plaza, Inc., a corporation organized under the laws of the State of California, U.S.A., located at 3110 Main Street, Santa Monica, California, U.S.A., has adopted, used and registered the Trademark SCHATZI, Reg. No. 1,728,449, dated October 27, 1992, in the United States;

WHEREAS, FITNESS PUBLICATIONS, INC., a corporation organized under the laws of the State of California, located at 3110 Main Street, Santa Monica, California, 90405, U.S.A., is desirous of acquiring said mark and the registration thereon;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said SCHATZI ON MAIN does hereby assign unto said FITNESS PUBLICATIONS, INC. all rights title and interest, with the goodwill therein, in and to the said trademark and registration.

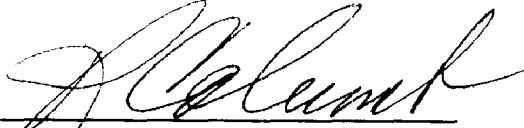
SCHATZI ON MAIN

DATED: 6/22/98

By: 
Ronda Colomb, Secretary

Agreed and accepted this 22
day of June, 1998.

FITNESS PUBLICATIONS, INC.

By: 
Ronda Colomb, Secretary