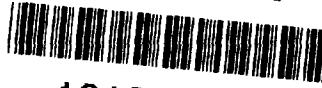


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04-12-1999



101005910



ments or copy thereof.
ceiving party(ies):

To the Commissioner of Patents and Trademarks
1. Name of conveying party(ies):

Sam Schwartz
dba Masada Marketing
7404 Fulton Avenue
North Hollywood, CA 91605

Masada Marketing Corporation
21133 Superior Street
Chatsworth, CA 91311

- Individual
- General Partnership
- Corporation-State of
- Other:
- Association
- Limited Partnership



03-22-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #22

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other:
 - Merger
 - Change of Name

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

Execution Date: January 12, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

No. 1,902,288 (M&G Ref. 30465.4US01)

Additional numbers attached? Yes No

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

Nar.: Anna M. Vradenburgh
Address: Merchant, Gould, Smith, Edell,
Welter & Schmidt
Westwood Gateway II, Suite 400
11150 Santa Monica Blvd.
Los Angeles, CA 90025-3395

6. Total number of applications and trademarks involved: ONE

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

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2724

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.

Anna M. Vradenburgh
Name of Person Signing

Signature

March 18, 1999
Date

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Total number of pages including cover sheet, attachments, and document: 2

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ASSIGNMENT

WHEREAS, Sam Schwartz dba Masada Marketing, at 7404 Fulton Avenue, North Hollywood, California 91605 owns Trademark Registration No. 1,902,288, Registered July 4, 1995, Application Serial No. 74/434,666, entitled MASADA SPA.

AND WHEREAS, Masada Marketing Corporation, a Corporation organized and existing under and by virtue of the laws of the State of California, wishes to acquire these Trademark Registrations.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Sam Schwartz dba Masada Marketing, does hereby assign unto Masada Marketing Corporation all right, title and interest in and to the mark, together with the goodwill of the business symbolized by the marks, and the above-identified applications for registration of the mark.

Sam Schwartz, Individual
dba Masada Marketing

Dated: 1-12-99

By:


Sam Schwartz

AMV/mj

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