

04-29-1999

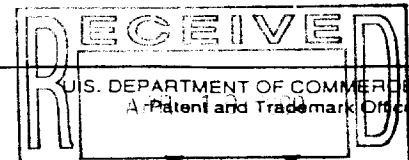
FORM 1-31-9



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ORDINATION FORM COVER SHEET
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MAY 19 99

1. Name of conveying party(ies):

Profitable Practices, Inc.
1223 Wilshire Boulevard
Suite 327
Santa Monica, California 90403

- 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 1, 1998

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

Name: CallConnect Communications, Inc.

Internal Address:

Street Address: 5720 Flatiron Parkway

City: Boulder State: CO ZIP: 80301

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Delaware
- 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)

1,840,856

Additional numbers attached? Yes No

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

Name: Richard W. Young, Esq.

Internal Address:

Street Address: Gardner, Carton & Douglas

321 N. Clark Street, Suite 3400

City: Chicago State: IL ZIP: 60610

6. Total number of applications and registrations involved:

1

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)

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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.

Richard W. Young

Name of Person Signing

Signature

4/14/99

Date

Total number of pages comprising cover sheet:

one

OMB No. 0651-0011 (exp. 4/94)

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.

TRADEMARK
REEL: 1889 FRAME: 0280

**UNITED STATES TRADEMARK ASSIGNMENT
NUNC PRO TUNC**

THIS ASSIGNMENT, is effective this 1st day of June, 1998, by and between Profitable Practices, Inc. ("Assignor"), a corporation organized under the laws of the State of California, located and doing business at 1223 Wilshire Boulevard, Suite 327, Santa Monica, California 90403, and CallConnect Communications, Inc., a corporation organized under the laws of the State of Delaware, located and doing business at 5720 Flatiron Parkway, Boulder, Colorado 80301.

WHEREAS, Assignor is the owner of and has adopted, used and is using United States Trademark Registration No. 1,840,856 for 1-800-BEAUTIFY (the "Mark");

WHEREAS, Assignee wishes to acquire Assignor's right, title and interest in and to the Mark together with the goodwill of the business in connection with which the Mark is used; and

WHEREAS, Assignor wishes to assign its right, title and interest in and to the Mark together with the goodwill of the business in connection with which the Mark is used to Assignee.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Mark, together with the goodwill of the business in connection with which the Mark is used.

Assignor authorizes and requests the Commissioner of Patents and Trademarks to record Assignee as the owner of the entire right, title and interest in and to the Mark, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be signed and executed by its duly authorized officer as of the date and year above written.

PROFITABLE PRACTICES, INC.

By: Judith Cohen
Name: [Signature]
Title: President