

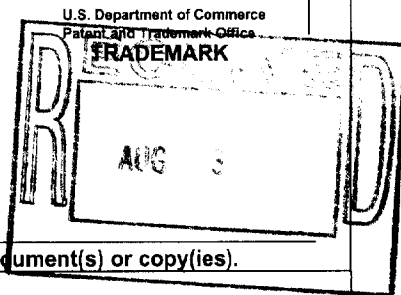
MEO 8-3-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-06-1999



101112728
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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other 75189214

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name SHL Holdings, Inc. 07-21-99

Formerly _____

- 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 Truelink, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3026 S. Higuera

Address (line 2) _____

Address (line 3) San Luis Obispo California 93405
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 California

08/05/1999 MTHAI1 00000229 75189214

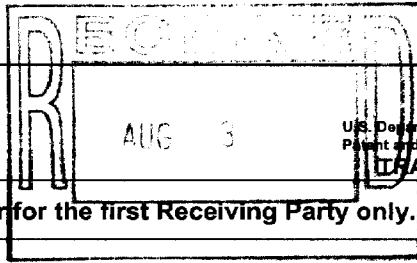
FOR OFFICE USE ONLY

01 FC:461 40.00 DP
02 FC:442 25.00 DP

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: 001939 FRAME: 0730



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)

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.

Elaine D. Ziff

Elaine D. Ziff

8/3/99

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, SHL HOLDINGS, INC., a California corporation organized with offices at Two Venture Plaza, Irvine, CA 92718 ("Assignor"), is the owner of the trademark(s) and/or service mark(s) listed on Schedule A hereto (collectively, the "Trademark(s)") and the goodwill of the business symbolized thereby; and

WHEREAS, Assignor has been licensing the Trademarks to its affiliated entity TRUELINK, INC., a California corporation with offices at 3026 S. Higuera, San Luis Obispo, CA 93405 ("Assignee") and Assignor now wishes to assign its entire right, title and interest in the Trademarks to Assignee, together with the goodwill of the business symbolized thereby; and

WHEREAS, Assignee agrees to acquire Assignor's entire right, title and interest in and to the Trademark(s) and the goodwill of the business symbolized thereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, effective as of the date hereof, to Assignee, its successors and assigns, its entire right, title, and interest in and to the Trademark(s), all common law rights therein and all registrations and applications which may have been or may be filed or issued in respect thereto and any renewals thereof, along with the goodwill of the business symbol-

ized by the Trademark(s), all income, royalties, damages and payments now or hereafter due or payable in respect to the Trademark(s), all causes of action (either in law or equity) and the right to sue, counterclaim and recover for past, present and future infringement, misappropriation, or dilution of the rights assigned to Assignee hereunder, and all rights corresponding thereto throughout the world. Effective immediately, Assignor shall permanently discontinue the use of the Trademark(s) and deliver any and all materials in its possession bearing the Trademarks to Assignee.

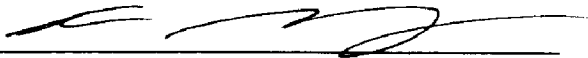
Assignor hereby requests the Commissioner of Patents and Trademark of the United States of America, whose duty it is to issue trademark registrations, to issue the Certificate of Registration, Renewal, or Assignment, for any registration of the Trademarks, to Assignee, its successors, and assigns, in accordance with the terms of this Assignment.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to execute such further documents as Assignee may reasonably request to fully effectuate this Assignment including, but not limited to, the execution of assignments in recordable form in each jurisdiction where trademark registrations or applications of the Trademark(s) may be issued or pending.

IN WITNESS WHEREOF, the parties have executed this TRADE-

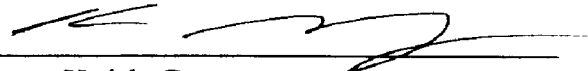
MARK ASSIGNMENT on this 21st day of July, 1999.

ASSIGNOR:
SHL HOLDINGS, INC.



By: Keith Guy
Title: President and CEO

ASSIGNEE:
TRUELINK INC.



By: Keith Guy
Title: President and CEO

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

I, a notary public in and for the county and state aforesaid, do hereby certify that Keith Guy, known to me to be the President and CEO of SHL HOLDINGS, INC., appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this ___ day of July, 1999.

Notary Public

My commission expires: _____

SCHEDULE A TO TRADEMARK ASSIGNMENT

U.S. Registrations and Applications

<u>Mark</u>	<u>Reg. No. (or App. Serial No.)</u>	<u>Date Reg. (or Date Filed)</u>
TRUE LINK	(75-189-214) pending; Suspension Letter mailed	(Oct. 29, 1996)
DESIGN ONLY	(75-189-216) abandoned	(Oct. 29, 1996)

Canadian Registrations and Applications

<u>Mark</u>	<u>Reg. No. (or App. Serial No.)</u>	<u>Date Reg. (or Date Filed)</u>
TRUELINK	TMA 496,739	June 26, 1998

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

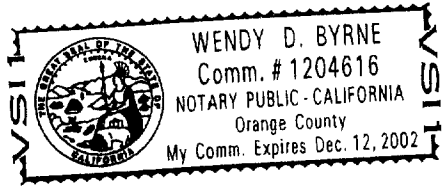
State of California

County of Orange

On July 21 1999 before me, Wendy D. Byrne
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Keith Guy
Name(s) of Signer(s)

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Wendy D. Byrne
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Trademark Assignment

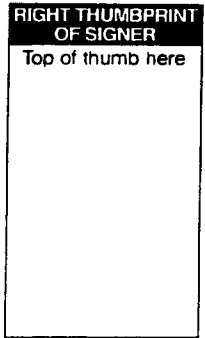
Document Date: 7-21-99 Number of Pages: _____

Signer(s) Other Than Named Above: N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name: Keith Guy

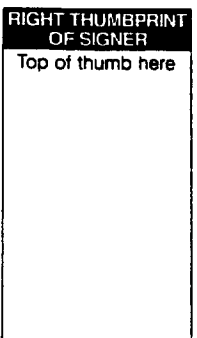
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

