

02-07-2000

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

1 Name of conveying party(ies): **The Morton Rothbard and Kevin Buckman Partnership**

| | |
|---|--|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Association |
| <input checked="" type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Corporation - State | |
| <input type="checkbox"/> Other | |

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

2 Name and address of receiving party(ies)

Name: **In Shape Health Clubs, Inc.**

Internal Address: _____

Street Address: **1016 East Bianchi Road, Suite A-23**

City: **Stockton** State **CA** ZIP: **9 5 2 1 0**

| | |
|---|-------------------|
| <input type="checkbox"/> Individual(s) citizenship | |
| <input type="checkbox"/> Association | |
| <input type="checkbox"/> General Partnership | |
| <input type="checkbox"/> Limited Partnership | |
| <input checked="" type="checkbox"/> Corporation - State | California |
| <input type="checkbox"/> 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 this assignment)

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

3 Nature of conveyance:

| | |
|--|---|
| <input checked="" type="checkbox"/> Assignment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> Other | |

Execution Date: **12/28/99 and 1/4/2000.**

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

A Trademark Application No.(s)

B Trademark Registration No.(s)

1, 8 1 4 , 1 1 8

Additional numbers attached? Yes No

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

Name: **Bernhard Kreten, Esq.**

Internal Address: **same as below**

Street Address: _____

77 Cadillac Drive, Suite 245

City: **Sacramento** State **CA** ZIP: **9 5 8 2 5**

6 Total number of applications and registrations involved: **1**

7 Total fee (37 CFR 3.41) **\$40. 00**

| |
|--|
| <input checked="" type="checkbox"/> Enclosed |
| <input checked="" type="checkbox"/> Authorized to be charged to deposit account - any deficiency in the enclosed |

8 Deposit account number:

11-1734

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.

Bernhard Kreten

Name of Person Signing

Signature

1/11/2000.

Date

Total number of pages including cover sheet, attachments and document: **4**

02/07/2000 110111 00000018 1814118 Mail documents to be recorded with required cover sheet information to:

01 FC:581 Commissioner of Patents & Trademarks, Box Assignments

40.00 DP

Washington, D.C. 20231

TRADEMARK
REEL: 002016 FRAME: 0981

ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, **The Morton Rothbard and Kevin Buckman Partnership**, a California Partnership, of 1074 East Bianchi Road, Stockton, California 95219, has adopted, used and is using the mark "IN SHAPE CITY", for which a Federal Trademark Registration was issued in the United States Patent and Trademark Office as Registration Number 1,814,118, on December 28, 1993;

WHEREAS, **In Shape Health Clubs, Inc.**, a California Corporation, of 1016 East Bianchi Road, Suite A-23, Stockton, California 95210, is desirous of acquiring said mark and the trademark registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **The Morton Rothbard and Kevin Buckman Partnership** does hereby assign unto said **In Shape Health Clubs, Inc.** all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above-identified trademark registration thereof.

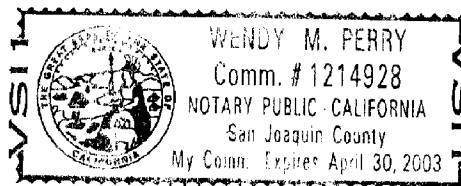
Executed this 28 day of December, 1999, at Stockton, California.

Morton Rothbard
Morton Rothbard, Partner

On 12/28/99, 1999, before me, Wendy M. Perry, a Notary Public in and for said State, personally appeared **Morton Rothbard**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Wendy M. Perry
NOTARY PUBLIC



Executed this 4 day of Jan, 2000, ~~1999~~, at Stockton, California.

Kevin Buckman

Kevin Buckman, Partner

On 1/4/00, ~~1999~~, before me, Wendy U. Perry, a Notary Public in and for said State, personally appeared **Kevin Buckman**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Wendy U. Perry

NOTARY PUBLIC

