

4.27.00

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Expires 6/30/99
OMB 0651-0027

05-15-2000



101355728

U.S. Department of Commerce
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Agreement
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name PETER DAVIS
Formerly _____

Execution Date
Month Day Year
03312000

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization UNITED STATES

Receiving Party

Mark if additional names of receiving parties attached

Name IDEA HEALTH & FITNESS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6190 Cornerstone Court East

Address (line 2) Suite 204

Address (line 3) San Diego California 92121

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

05/11/2000 JSHABAZZ 00000287 1451415

01 FC:481
02 FC:482

40.00 OP
175.00 DP

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Enter for the first Receiving Party only.

Name

Address (line 1)

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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.

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Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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:

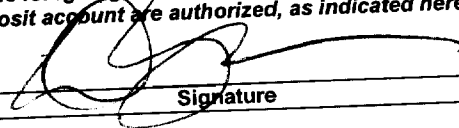
#

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.

David W. Grace
Name of Person Signing


Signature

4/25/2000
Date Signed

TRADEMARK ASSIGNMENT

For and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Peter Davis ("Assignor") hereby sells, assigns, and transfers to Idea Health & Fitness, Inc., a California corporation, 6190 Cornerstone Court East, Suite 204, San Diego, California 92121 ("Assignee"), its successors and assigns, absolutely and forever, the entire right, title, and interest, whether statutory or at common law, in and to the trademarks and trade names listed in the attached Appendix A (the "Marks"), together with the goodwill of the business symbolized by the Marks, and all corresponding registrations and applications, as well as all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute any further papers and to do such other acts as may be necessary and proper to vest full title in and to the Marks and other corresponding rights in the Assignee.

IN WITNESS WHEREOF, this Assignment is effective as of the 31 day of March 2000.

Peter Davis

A handwritten signature in black ink, appearing to read "Peter Davis", is written over a horizontal line.

APPENDIX A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
IDEA	1451415	August 4, 1987
IDEA	1517917	December 27, 1988
IDEA	1562819	October 24, 1989
IDEA & Design	1496229	July 12, 1988
IDEA & Design	1495762	July 12, 1988
IDEA & Design	1553351	August 22, 1989
INTERNATIONAL DANCE- EXERCISE ASSOCIATION	1373132	November 26, 1985
INTERNATIONAL DANCE- EXERCISE ASSOCIATION	1371803	November 19, 1985