

06-01-2000



101371101

S-31-00

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

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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

05/31/2000 JSHABAZZ 00000074 1203098

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 925.00 OP

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. 20501. 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: 002081 FRAME: 0142

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

(610) 640-7857

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)

SEE	ATTACHED	SCHEDULE
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

SEE	ATTACHED	SCHEDULE A-1
SEE	ATTACHED	SCHEDULE A-1
SEE	ATTACHED	SCHEDULE A-1

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.

Elizabeth J. Burns

Name of Person Signing

Elizabeth J. Burns

Signature

10-15-99

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

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SCHEDULE A-1**GOLD'S GYM DOMESTIC TRADEMARKS****U.S. Trademark Registrations**

<i>Mark</i>	<i>Reg. No.</i>	<i>Date Registered</i>
GOLD'S GYM	1,203,098	07/27/82
GOLD'S GYM	1,210,685	09/28/82
GOLD'S GYM	1,211,211	10/05/82
GOLD'S GYM	1,214,046	10/26/82
Design (Old Man)	1,227,849	02/15/83
GOLDS CLASSIC	1,269,466	03/06/84
THE MECCA OF BODYBUILDING	1,312,678	01/01/85
GOLD'S	1,402,824	07/29/86
GOLD'S	1,404,419	08/05/86
GOLD'S	1,543,662	06/13/89
GOLD'S GYM	1,564,470	11/07/89
Design (New Man)	1,835,743	05/10/94
GOLD'S GYM and Design (New Man)	1,845,939	07/19/94
GOLD'S GYM and Design (New Man)	1,968,266	04/16/96
GOLD'S GYM	1,972,588	05/07/96
Design (Old Man)	2,002,430	09/24/96
Design (New Man)	2,026,517	12/31/96
GOLD'S GYM	2,051,443	04/08/97

<i>Mark</i>	<i>Reg. No.</i>	<i>Date Registered</i>
GOLD'S GYM	2,053,953	04/22/97
Design (New Man)	2,058,263	04/29/97
Design (New Man)	2,062,562	05/20/97
GOLD'S GYM	2,068,400	06/10/97
Design (New Man)	2,068,339	06/10/97
GOLD'S GYM	2,072,479	06/17/97
Design (New Man)	2,096,382	09/16/97
SERIOUS FITNESS FOR EVERY BODY	2,107,225	10/21/97
SERIOUS FITNESS	2,167,409	06/23/98
SERIOUS FITNESS FOR EVERY BODY	2,167,410	06/23/98
SERIOUS FITNESS FOR EVERY BODY	2,212,372	12/22/98
SERIOUS FITNESS FOR EVERY BODY	2,212,364	12/22/98
SERIOUS FITNESS	2,218,229	01/19/99

U.S. Trademark Applications

<i>Mark</i>	<i>Serial No.</i>	<i>Filing Date</i>
Design (New Man)	75/511,407	06/30/98
GOLD'S GYM	75/511,408	06/30/98
SERIOUS FITNESS FOR EVERY BODY	75/501,945	06/10/98
SERIOUS FITNESS FOR EVERY BODY	75/501,944	06/10/98
SERIOUS FITNESS FOR EVERY BODY	75/530,952	07/30/98

SERIOUS FITNESS FOR EVERY BODY	75/530,077	08/03/98
SERIOUS FITNESS FOR EVERY BODY	75/530,076	08/03/98

ASSIGNMENT OF TRADEMARKS - United States

THIS ASSIGNMENT OF TRADEMARKS - United States (the "Assignment") is made and entered into, effective the 24th day of August 1999, by and between Gold's Gym Enterprises, Inc., a California Corporation ("Assignor"), and Gold's Gym Licensing, Inc., a Delaware Corporation ("Assignee"), in favor of Assignee.

WHEREAS, Assignor owned the United States trademark registrations and applications to register trademarks identified and set forth in Schedule A-1 attached hereto (collectively, the "Gold's Gym United States Trademarks"), and the goodwill of the business associated therewith and any causes of action relating thereto;

WHEREAS, it was the intention of the parties that Assignor should assign to Assignee the Assignor's entire right, title and interest in and to the Gold's Gym United States Trademarks;

WHEREAS, pursuant to the Contribution Agreement by and between Assignor and Assignee (among others), as of August 24, 1999, Assignor undertook to transfer to Assignee all right, title and interest encompassed hereby and Assignor does hereby willingly comply with such undertaking.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Assignor hereby assigns, transfers and delivers to Assignee the entire right, title and interest of Assignor in and to the Gold's Gym United States Trademarks including all common law rights connected therewith, together with the goodwill associated therewith, the registrations and applications to register therefor and the right to sue for past infringement thereon, if any there may be.

Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks to record Assignee as the owner of the Gold's Gym United States Trademarks and to issue to Assignee, in lieu of Assignor, in accordance with this instrument, all future certificates, notices and any other documents bearing on the Gold's Gym United States Trademarks. To the extent required by 15 U.S.C. § 1060 when read in conjunction with 15 U.S.C. § 1051(b), with respect to any applications to register trademarks covered hereby, Assignee is a successor to that portion of the business of Assignor pertinent to the marks so affected.

Assignor agrees to bear all fees and costs related to any recordation of this Assignment.

This instrument shall inure to the benefit of Assignee and its successors and assigns and shall be binding upon Assignor and its successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed the

Assignment effective as of the date first above-written.

GOLD'S GYM ENTERPRISES, INC.

GOLD'S GYM LICENSING, INC.

By: [Signature]

By: [Signature]

Title: C.F.O.

Title: president & ceo

Sworn to before me and
subscribed in my presence

Sworn to before me and
subscribed in my presence

this 24 day of

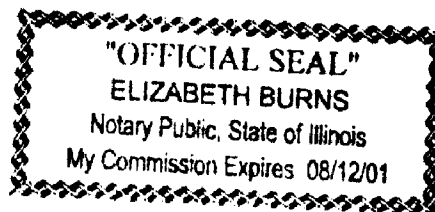
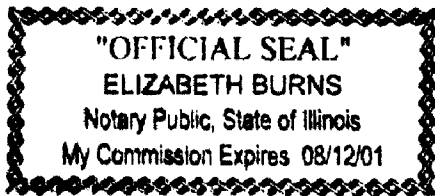
this 24 day of

August, 1999.

August, 1999.

Elizabeth G Burns
NOTARY PUBLIC

Elizabeth G Burns
NOTARY PUBLIC



SCHEDULE A-1

GOLD'S GYM DOMESTIC TRADEMARKS

U.S. Trademark Registrations

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SERIOUS FITNESS FOR EVERY BODY	75/530,077	08/03/98
SERIOUS FITNESS FOR EVERY BODY	75/530,076	08/03/98

GUIDELINES FOR COMPLETING TRADEMARK RECORDATION COVER SHEET

When using this (FORM PTO-1618 A,B, &C), a cover sheet and any necessary continuation sheets must be submitted with each document to be recorded. Enter all required information using standard business block-style print (such as courier 10 pitch). Completed cover sheets will be scanned for image capture. Photocopies of the cover sheets are acceptable. Information required for recordation will be extracted from the cover sheet and cover sheet continuation forms only. Submitted cover sheets and documents will become part of the public record. If a document to be recorded concerns both patents and trademarks, a separate patent and a separate trademark cover sheet, including any attached continuing information, must accompany the document. When the document concerns multiple conveyances or transfers, a cover sheet must be submitted for each, if a separate recordation of each transaction is desired. For assistance in completing this cover sheet and information, call 703 308-9723.

Submission Type - Each submission type requires a new cover sheet. Enter an "X" in the appropriate box indicating the type of submission. If the conveyance document is being submitted for recordation for the first time, enter an "X" in the box for New Assignment. If the submission is a Non-recordation, enter an "X" for Re-submission and provide the document identification number of the original submission. Resubmitted non-recordation documents require a new cover sheet (the new cover sheet shall contain all of the appropriate data and the fee required for recordation). If a previously recorded document requires correction due to a data entry error, enter an "X" for Public Correction and provide the reel and frame number of the original document. Requests to correct the data entry error must be submitted on a new cover sheet. The cover sheet shall contain only the data element in question, the name, date and signature of the person submitting the request, and any other pertinent information, (enter the correspondent's name and address, if it has changed since the document was recorded). If a previously recorded document was submitted with erroneous information, enter an "X" indicating Corrective Assignment and provide the reel and frame number of the previously recorded document. A Corrective Assignment requires a new cover sheet as provided in 37CFR 1.334. If the submission type is not listed, enter an "X" in the Other box and specify the submission type.

Conveyance Type - Enter an "X" in the appropriate box describing the nature of the conveying document. If the document is a nunc pro tunc assignment, enter the effective date using the numerical representation of the date without slashes (/) formatted as MMDDYYYY (05141993). If the conveyance type is not listed, enter an "X" in Other Box and specify the nature of the conveyance .

Conveying Party - Enter the full names of all party(ies) conveying the interest. If the conveying party is an individual, enter the last name first, followed by the first name followed by the middle initial. Separate the last and first name by a comma followed by a blank space. For example, "Carter, Constance M." Separate the last and first name by a comma, followed by a blank space. If the conveying party is a corporation and the corporation name begins with "The", the name must be entered as Longmire Cookie Company, The. A Formerly statement must be entered by placing the word "Formerly " in front of the former business name, separated by a comma (this data is optional). Enter the execution date of the document (i.e. the date the document is signed by each conveying party) using the numerical representation of the month, day, and year without slashes (/) formatted as MMDDYYYY (05141993). Do not use the European date style when entering the date. Indicate the entity and citizenship of each conveying party. If the conveying party is an individual, the country of citizenship must be indicated. If the conveying party is not an individual, then, if it is a U.S. entity, the state under whose laws it is organized should be set out, if it is a foreign entity, the country under whose laws it is organized should be set out. Thus, a U.S. corporation would indicate its state of incorporation, while a foreign corporation would indicate its country of incorporation. The names, execution dates entity and citizenship of additional conveying parties must be entered on the formatted Recordation Form Cover Sheet Continuation. If the entity type is not listed, enter an "X" in the Other Box and specify the entity type. If there are additional conveying parties, enter an "X" in the box indicating additional conveying information is attached. Only the names appearing on the cover sheet and continuation sheets will be recorded.

Receiving Party - Enter the full name and address of the party(ies) receiving an interest in. If the receiving party is an individual, enter last name first, followed by the first name, followed by the middle initial. Separate the last and first name by a comma, followed by a blank space. If the receiving party is a corporation and the corporation name begins with "The", the name must be entered as " Longmire Cookie Company, The." Indicate the names, and entity of each receiving party. Enter optional information regarding either DBA/AKA/TA , or Composed of, as appropriate. DBA means Doing Business As; AKA means Also Known As; and TA means Trading As. Enter the appropriate acronym (i.e. DBA, AKA, TA, or Composed of) in front of the business name, separated by a comma. For example, Longmire Cookie Company, The, DBA, Longmire Cookies (this data is optional). Enter up to three lines of address: address line 1 is used to enter the street address: address line 2 is

TRADEMARK

REEL: 002081 FRAME: 0154

used to enter the floor/room number, suite number or department location; and address line 3 is used to enter the City, State, and zip code. Use the two letter state code when entering the state, (i.e. VA for the state of Virginia). Only the names which appear on this cover sheet and the Recordation Cover Sheet Continuation form(s) will be recorded.

Indicate the entity and citizenship of each receiving party. If the receiving party is an individual, the country of citizenship must be indicated. If the receiving party is not an individual, then, if it is a U.S. entity, the state under whose laws it is organized should be set out, if it is a foreign entity, the country under whose laws it is organized should be set out. Thus a U.S. corporation would indicate its state of incorporation, while a foreign corporation would indicate its country of incorporation (this data is optional). If the document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. A designation of domestic representative must be contained in a document separate from the assignment document. Enter an "X" in the box to indicate that a designation of domestic representative is attached. If there is more than one party receiving an interest in the property, enter an "X" in the box to indicate that additional information is attached. Only the names which appear on this cover sheet and the Recordation Cover Sheet Continuation form(s) will be recorded.

Correspondent Name and Address - Enter the full name and address of the party to whom correspondence is to be mailed. Each line of address allows up to 40 characters including spaces. Address information will be used to create a mailing label in order to return the document to the submitter. Enter the telephone number and area code of the correspondent.

Number of Pages - Enter the total number of pages contained in the conveyance document, including any attachments. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets must accompany the document. Do not include the Recordation Form Cover Sheet pages in this total.

Application Numbers or Registration Numbers - Enter the trademark application number(s) (an eight (8) digit number consisting of a two (2) digit series code and a six (6) digit serial number) against which the document is to be recorded. Enter application number(s) as 74105889. (Do not enter a slash, space or comma between the series code and the serial number). If an application has matured into a trademark registration, enter the seven digit trademark registration number(s) against which the document is to be recorded. Enter registration numbers as 1714456. Do not enter both the application number and the registration number for the same property. Enter application numbers in the space designed for application number(s) and enter registration number(s) in the designated space. Enter property numbers in the designated boxes. Enter an "X" in the appropriate box indicating additional numbers are attached. Enter additional numbers on the Recordation Form Cover Sheet Continuation.

Number of Properties - Enter the total number of applications and registrations identified for recordation including properties indicated on any attached formatted Recordation Form Cover Sheet Continuation(s).

Total Fee Enclosed and Deposit Account Number - A fee is required for each application and patent property against which the document is to be recorded. If the submission concerns multiple conveyances or transfers, a fee must be submitted separately for each property of each conveyance or transfer. Enter the Fee Amount calculated per cover sheet. Enter the Total Fee Enclosed, if payment is made by other than deposit account. If payment is by deposit account, enter the total amount authorized to be charged to the deposit account or merely the "amount due." Enter the deposit account number for authorized charges. Enter an "X" in the Yes or No box indicating authorization to "charge additional fees" to the deposit account. If additional fees are required, the USPTO will generate a request to the USPTO Office of Finance to charge additional fees to the deposit account. A copy of this request will be returned to the submitter with the Notice of Recordation.

Statement and Signature - Enter the name of the person submitting the document. The submitter must sign and date the cover sheet, confirming that to the best of the person's knowledge and belief, the information contained on the cover sheet is correct and that any copy of the document is a true copy of the original document and authorized charges to Deposit Account. The signature and date must appear to the right of the typed name. The document may be signed by the person whose name appears on the documents to be recorded: In the case of an individual, the individual's signature, for a corporation, the signature of an officer, for a partnership, the signature of a general partner, or in any case, the attorney representing such person or entity may sign the document.

GUIDELINES FOR COMPLETING TRADEMARK RECORDATION COVER SHEET CONTINUATION

Enter any additional information on the Recordation Form Cover Sheet Continuation. Use as many continuation sheets as necessary. Use the same guidelines as appropriate for the Item where the additional data will be entered.

Conveying Party - Enter the full names) of all party(ies) conveying the interest. If the conveying party(ies) is an individual, enter the last name followed by the first name and separated by a comma (i.e. Smith, John). If the conveying party is a corporation and the corporation name begins with "The", the name must be entered as Longmire Cookie Company, The. A Formerly statement. must be entered by placing the word "Formerly " in front of the former business name (this data is optional). Enter the execution date of the document (i.e. the date the document is signed by each conveying party. This date must be entered as the numerical representation of the date without slashes (/) formatted as MMDDYYYY (05141993). Do not use the European date style when entering the date. Indicate the entity and citizenship of each conveying party. If the conveying party is an individual, the country of citizenship must be indicated. If the conveying party is not an individual, then, if it is a U.S. entity, the state under whose laws it is organized should be set out, if it is a foreign entity, the country under whose laws it is organized should be set out. Thus, a U.S. corporation would indicate its state of incorporation, while a foreign corporation would indicate its country of incorporation. The names, execution dates entity and citizenship of additional conveying parties must be entered on the formatted Recordation Form Cover Sheet Continuation. If the entity type is not listed, enter an "X" in the Other Box and specify the entity type. If there are additional conveying parties, enter an "X" in the box indicating additional conveying information is attached. Only the names appearing on the cover sheet and continuation sheets will be recorded.

Receiving Party. - Enter the full name and address of the all parties) receiving an interest in the property. If the receiving party is an individual, enter the last name followed by the first name and separate by a comma (i.e. Smith, John). If the receiving party is a corporation and the corporation name begins with "The", the name must be entered as" Longmire Cookie Company, The." Indicate the names, and entity of each receiving party as well as the execution dates) of the document. Enter optional information regarding either DBA/AKA/TA , or Composed of, as appropriate. DBA means Doing Business As; AKA means Also Known As; and TA means Trading As. Enter the appropriate acronym (i.e. DBA, AKA, TA, or Composed of) in front of the business name. For example, Longmire Cookie Company, The, DBA Longmire Cookies. This data is optional. Enter up to three lines of address: address line 1 is used to enter the floor/room number, suite number or department location; address line 2 is used to enter the street address; and address line 3 is used to enter the City, State, and zip code. Use the two letter state code when entering the state, (i.e. VA for the state of Virginia).

Indicate the entity and citizenship of each receiving party. If the receiving party is an individual, the country of citizenship must be indicated. If the receiving party is not an individual, then, if it is a U.S. entity, the state under whose laws it is organized should be set out, if it is a foreign entity, the country under whose laws it is organized should be set out. Thus a U.S. corporation would indicate its state of incorporation, while a foreign corporation would indicate its country of incorporation. If the document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. A designation of domestic representative must be contained in a document separate from the assignment document. Enter an "X" in the box to indicate that a designation of domestic representative is attached. If there is more than one party receiving an interest in the property, enter an "X" in the box to indicate that additional information is attached. Only the names appearing on the cover sheet and continuation sheets will be recorded.

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