



12.11.00

TO THE ASSISTANT COMMISSIONER

101566839

Record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Ovation Communications, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Bankrupt Corporation - State: California
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: Port Carling Corporation
Street Address: 23679 Calabasas Road
City: Calabasas **State:** CA **ZIP:** 91302

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Nevada
- 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) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) #1 December 1, 2000 and #2 December 4, 2000

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

a. Trademark Application No(s):

b. Trademark Registration No:

1,839,043

Additional numbers attached? Yes No

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

Name: Diane M. Reed
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: THIGHM.001T

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications & registrations involved: 1

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.

Diane M. Reed
Name of Person Signing

Signature

12/7/2000
Date

Total number of pages including cover sheet, attachments and document: 2

Mail documents to be recorded with required cover sheet information to:

12/29/2000 GTON11 00000202 1839043

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40.00 DP

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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Dec 04 00 03:32p

Rosenberg Law Offices

(310) 553-2881

P. 2

TRADEMARK ASSIGNMENT

ASSIGNOR: Ovation, Inc. (formerly known as Ovation Communications, Inc.), a bankrupt California corporation, by Edward M. Wolkowitz, the Former Bankruptcy Trustee for Ovation, Inc., having a place of business at 1888 Century Park East, Suite 1500, Los Angeles, CA 90067


ASSIGNEE: Port Carling Corporation, a Nevada corporation, having a place of business at 23679 Calabasas Road, Calabasas, CA 91302

ASSIGNOR has been the co-owner of the trademark THIGHMASTER, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide and of a federal registration for the Trademark;

For good and adequate consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby confirms that effective July 29, 1994, it has assigned and sold to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark; U.S. Trademark Registration No. 1,839,043 issued June 7, 1994 for the mark THIGHMASTER (the "Registration"); and any other registered or unregistered trademarks owned in whole or in part or used anywhere in the world by ASSIGNOR; together with the goodwill symbolized by said Trademark, Registration, and other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR, concurrent with the transfer of certain tangible assets as indicia of said goodwill.

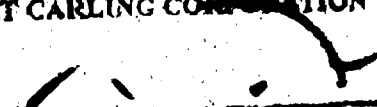
Executed this 1st day of December, 2000.

Ovation, Inc.
(formerly known as Ovation Communications, Inc.)

By 
EDWARD M. WOLKOWITZ
Former Bankruptcy Trustee for Ovation, Inc.

Executed this 4th day of December, 2000.

PORT CARLING CORPORATION

By 
ALAN HAMEL, President

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

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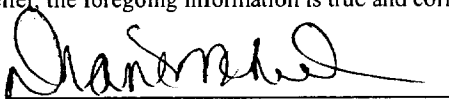
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