



01-22-2001

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

ASSIGNMENT

WHEREAS, the undersigned NEAL K. WALLACH, an individual and resident of Las Vegas, Nevada, (hereinafter ASSIGNOR), has developed a business pertaining to the use in commerce of the mark listed in Schedule A, attached hereto, (hereinafter the MARKS), have received Trademark Registrations in the United States and in other countries for the MARKS, and have filed other Trademark Applications in the United States and in other countries for the MARKS, the Application and Registration Nos. therefor being shown in Schedule A;

WHEREAS, ASSIGNORS, or either of them, are also the owners of copyrights in certain works of art containing the words "endless" and/or "youth," including without limitation the subject matter of United States Copyright Registration(s) listed in Schedule A; and

WHEREAS, GUTHY-RENKER CORPORATION, a California corporation having its principal place of business located at 3340 Ocean Park Boulevard, Suite 3055, Santa Monica, California 90405 (hereinafter ASSIGNEE), is desirous of acquiring the certain assets of the business of ASSIGNOR, the MARKS, all goodwill and business symbolized thereby, the aforementioned trademark applications and registrations therefor; and all of said copyrights of ASSIGNOR.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR doES hereby assign, sell, and transfer to ASSIGNEE all right, title, and interest in and to said assets of the business, said MARKS, all goodwill and business symbolized thereby, the aforementioned trademark applications and registrations therefor, and all of said copyrights.

IN WITNESS WHEREOF, the said ASSIGNORS have executed and delivered this instrument this 10 day of November, 2000.

ASSIGNOR

NEAL K. WALLACH



SCHEDULE A

Subject Trademark Registrations and pending Applications for the ENDLESS YOUTH mark:

| <u>Country</u> | <u>Trademark Registration No.</u> | <u>International Class</u> |
|----------------|-----------------------------------|----------------------------|
| Australia | 749,011 | 5 |
| Japan | 433,494 | 5 |

| <u>Country</u> | <u>Trademark Application No.</u> | <u>International Class</u> |
|----------------|----------------------------------|----------------------------|
| U.S. | 75-197,044 | 5 |
| Philippines | 4-1998-02727 | 5 |
| U.K. | 2,135,315 | 5 |

Subject Copyright Registrations related to the ENDLESS YOUTH mark:

| <u>Country</u> | <u>Copyright Registration No.</u> |
|----------------|-----------------------------------|
| U.S. | VA/958-474 |