

01-15-2002



11/07/01

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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
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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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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 Assignment.)

01/14/2002 LMUELLER 00000363 75572850

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01 FC:481
02 FC:482

40.00 DP
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002423 FRAME: 0577

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

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)		
<input type="text" value="75/572,850"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,471,960"/>	<input type="text" value="1,993,988"/>	<input type="text" value="1,984,623"/>
<input type="text" value="75/548,422"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,309,074"/>	<input type="text" value="1,993,987"/>	<input type="text" value="1,890,684"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,209,339"/>	<input type="text" value="1,986,190"/>	<input type="text" value="1,876,094"/>

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.) #

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.

Scott S. Havlick, Esq.

11/7/2001

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, STARMARK WELLBRIDGE MANAGEMENT, L.L.C., a Delaware Limited Liability Corporation, having a business address of 1700 Broadway, Suite 1600, Denver, Colorado 80290, is the owner of the following trademark applications and registrations thereof in the United States Patent & Trademark Office:

W.I.S.E. -- Application Number 75/572,850, filed October 19, 1998;

WELLBRIDGE – Application Number 75/548,422, filed September 4, 1998;

WP DAY SPA (Stylized) – Registration Number 2,309,074, registered January 18, 2000;

WELLBRIDGE – Registration Number 1,876,094, registered January 24, 1995;

WELLBRIDGE – Registration Number 1,993,987, registered August 13, 1996;

WELLBRIDGE – Registration Number 1,993,988, registered August 13, 1996;

WELLBRIDGE – Registration Number 2,209,339, registered December 08, 1998;

WELLBRIDGE – Registration Number 2,471,960, registered July 24, 2001;

WELLBRIDGE Design – Registration Number 1,890,684, registered April 18, 1995;

WELLBRIDGE Design – Registration Number 1,984,623, registered July 2, 1996; and

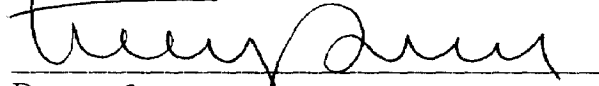
WELLBRIDGE Design - Registration Number 1, 986,190; registered July 9, 1996;

WHEREAS, STARMARK HOLDINGS, L.L.C., a Delaware Limited Liability Company, and successor to the business of the applicant/registrant to which the marks pertain, having an office and principal place of business of 1700 Broadway, Suite 1600, Denver, Colorado 80290, wishes to acquire the entire right, title, interest in and to said trademark applications and registrations, and all rights of registration and renewal thereof, together with the goodwill of the business associated with and symbolized by said trademarks.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, STARMARK WELLBRIDGE MANAGEMENT, L.L.C., has sold, assigned and set over and does hereby sell, assign, and set over to STARMARK HOLDINGS, L.L.C., its successors, assigns, the entire right, title

and interest to said trademark applications and registrations and all rights of registration and renewal thereof, together with the goodwill of the business associated with and symbolized by said trademarks, and together with the right to sue for past infringement and to collect all damages or profits for past infringements for its own use and benefits.

STARMARK WELLBRIDGE MANAGEMENT,
L.L.C.,
a Delaware Limited Liability Company



By: TRACEY DUNLAP
Title: V.P. CFO

Date: Oct 31, 2001

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

Subscribed and sworn to before me this 31st day of October,
2001, by Tracey Dunlap, VP/CFO of STARMARK WELLBRIDGE
MANAGEMENT, L.L.C.

Witness my hand and official seal.

My commission expires: 10-19-02.

