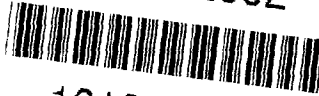


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

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

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- 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

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002423 FRAME: 0592

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"/>	<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" value="2,449,449"/>	<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.

Scott S. Havlick, Esq.

Nov. 7, 2001

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

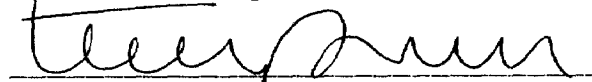
WHEREAS, WELLBRIDGE CLUB MANAGEMENT, INC., a Delaware Corporation, having a business address of 1700 Broadway, Suite 1600, Denver, Colorado 80290, is the owner of the following trademark registration thereof in the United States Patent & Trademark Office:

MISCELLANEOUS FLAG DESIGN – Registration Number 2,449,449, registered May 8, 2001;

WHEREAS, STARMARK HOLDINGS, L.L.C., a Delaware Limited Liability Company, and successor to the business of the registrant to which the mark pertains, 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 registration, and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademark.

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, WELLBRIDGE CLUB MANAGEMENT, INC., 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 registration and all rights of renewal thereof, together with the goodwill of the business associated with and symbolized by said trademark, 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.

WELLBRIDGE CLUB MANAGEMENT, INC.,
a Delaware Corporation



By: TRACEY DUNLAP
Title: V.P. CFO

Date: October 31, 2001

STATE OF COLORADO

COUNTY OF Denver

)
) ss.
)

Subscribed and sworn to before me this 31st day of October,

2001, by Macey Dunlap, VP/CFO of WELLBRIDGE

CLUB MANAGEMENT, INC.

[Handwritten Signature]

Witness my hand and official seal.

My commission expires: 10-19-02

