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May 9, 2002

5.17.02

Director - U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

OFFICE OF RECORDS
MAY 17 AM 9:14
FINANCE SECTION

Re: Recordation of Trademark Assignment Document

Dear Sir:

Please record the attached true and correct copy of the original Assignment document.

1. The name of the conveying party is: John Abdo.
2. The name and address of the receiving party is: JA Fitness Incorporated, 4143 Via Marina, Marina Del Rey, California 90292.
3. The conveyance is an Assignment signed by John Abdo on May 6, 2002.
4. The Trademark Application against which the document is to be recorded is Serial No. 75/395,129 for AB-DOER.
5. All correspondence concerning this document should be mailed to: Olson & Hierl, Ltd., 20 North Wacker Drive, 36th Floor, Chicago, IL 60606. Please return the original document to the attention of Deborah A. Melchi.
6. One (1) Trademark Application is involved at a recordal fee of \$40.00. [§37 C.F.R. 1.21 (h)].
7. The total fee (37 C.F.R. 3.41) of \$40.00 (Check No 21361) is enclosed.
8. Please credit any overpayment or charge any underpayment to Deposit Account No. 15-0508.

05/21/2002 UNWELLER 00000145 75395129
01 FC:481 40.00 DP

TRADEMARK
REEL: 002511 FRAME: 0240

9. To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true and correct copy of the original document.

Respectfully submitted,

OLSON & HIERL, LTD.

By Deborah A. Melchi
Deborah A. Melchi
Paralegal

Enclosures

CERTIFICATE OF MAILING

I hereby certify that this paper, fee and the attachments are being deposited with the United States Postal Service with sufficient postage prepaid as First Class Mail in an envelope addressed to: Box Assignments, Director - U.S. Patent and Trademark Office, Washington, D.C. 20231 on this 9th day of May, 2002.

Deborah A. Melchi
Deborah A. Melchi

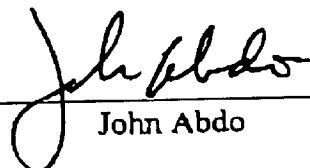
TRADEMARK ASSIGNMENT

WHEREAS, John Abdo, an individual, having an address of 4143 Via Marina, Suite 1211, Marina Del Rey, California 90292 ("Assignor"), has adopted, used, is using and is the owner of the trademark AB-DOER and U.S. Trademark Application Serial No. 75/395,129 for the mark AB-DOER (Stylized) in the United States Patent and Trademark Office; and

WHEREAS, JA Fitness Incorporated, a California corporation having an address of 4143 Via Marina, Suite 1211, Marina Del Rey, California 90292 ("Assignee"), is desirous of acquiring the trademark AB-DOER and U.S. Trademark Application Serial No. 75/395,129 for AB-DOER (Stylized), together with the goodwill of the business in connection with which the mark is used;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all rights, title and interest in and to the trademark throughout the world and to the application therefor in the United States, together with the goodwill of the business in connection with which the mark is used and which is symbolized by the mark.

Date: May 6, 2002



John Abdo