

05-31-2002



102108335

To The Honorable Commissioner

the attached original document or copy thereof.

1. Name of conveying party(ies):

Tova Beverly Hills, Inc.
(Nevada Corporation)

5-29-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- X Corporation-State
- Other

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 25, 2002

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

A) Trademark Application No.(s)

B) Trademark Registration No.

See Schedule A Attached

Additional numbers attached? Yes No

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

CAESAR, RIVISE, BERNSTEIN,
COHEN & POKOTILOW, LTD.

Attn: Manny D. Pokotilow, Esq.
12th Floor - 7 Penn Center
1635 Market Street, Phila, PA 19103-2212

6. Total number of applications and registrations involved.....

1 @ \$40.00 and 8 @ \$25.00 9

7. Total fee (37 CFR 3.41)..... \$ 240

Authorized to Charge to Deposit Account No.
03-0075 (duplicate attached)

05/30/2002 6TON11 00000225 030075 75535024 DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:481 120.00 CH

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.

Manny D. Pokotilow
Name of Person Signing

Manny Pokotilow
Signature

May 20, 2002
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK
REEL: 002517 FRAME: 0896

FINANCE SECTION
MAY 29 AM 11:24
RECORDS

SCHEDULE A

Mark	Serial No.	Class(es)	Date Filed	Action Due
FRAGRANCE AND FLOWERS	75/535,024	3	August 12, 1998	5 th EOT or SOU due 09/28/02
TOVA ENCHANTMENT	75/591,402	3, 4	November 18, 1998	5 th EOT or SOU due 06/07/02
TOVA COSMETOLOGY	75/643,463	3	February 18, 1999	3 rd EOT or SOU due 08/08/02
TOVA NIRVANA	75/698,699	3	May 6, 1999	SOU accepted – registration to issue
TOVA ACTIV	75/785,841	3	August 26, 1999	2 nd EOT or SOU due 04/24/02 – to be abandoned
TOVA	76/034,630	3, 4	April 26, 2000	Published for opposition 01/22/02
TOVA NIGHTS	76/034,632	3, 4	April 26, 2000	Published for opposition 04/02/02
NIRVANA	76/124,375	3	September 8, 2000	Pending - suspended
ALL OVER CRAYON	75/785,840	3	August 26, 1999	No response filed – being abandoned

ASSIGNMENT OF INTENT-TO-USE U.S. TRADEMARK APPLICATIONS

WHEREAS, TOVA BEVERLY HILLS, INC. ("Assignor"), a Nevada corporation with its principal place of business at 12997 Las Vegas Blvd., Las Vegas, Nevada 89124, has used and is using, and/or is intending to use, in its business the following trademarks set forth in Schedule A attached hereto (hereinafter the "Marks"); and

WHEREAS, TBH MARKS, INC. ("Assignee"), a Delaware corporation having its principal place of business at 222 Delaware Ave., Suite 1448, Wilmington, DE 19801, is desirous of acquiring all right, title and interest in and to the said Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof and applications therefor, along with that portion of the business to which the Marks pertain; and

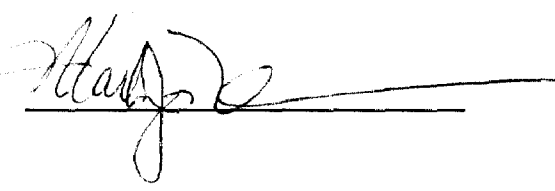
WHEREAS, it is desired that the assignment of said Marks, and the applications therefor and any registrations arising therefrom, be made of record in the United States Patent and Trademark Office.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof and applications therefor, along with that portion of the business to which the Marks pertain, and all rights to damages and profits, due or accrued, arising out of past

infringements of said Marks, and the right to sue for and recover the same, with delivery and transfer pursuant to this assignment to occur at Assignee's above office in Wilmington, Delaware.

WITNESS

TOVA BEVERLY HILLS, INC.



By: Tova Borgnine

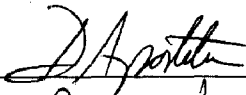
Printed Name: Tova Borgnine

Title: President

Date: April 25th 2002

Acknowledgement by Assignee of receipt of Marks at its offices in Wilmington, Delaware.

TBH MARKS, INC.

By: 

Title: President

Date: 4/25/02