

06-07-2002



Form PTO-1594 R
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102114299

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

John T. Sarver

6.4.02

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

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

3. Nature of conveyance:

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

Execution Date: 3/6/02

2. Name and address of receiving party(ies)

Name: True Fitness Technology, Inc.

Internal

Address:

Street Address: 865 Hoff Road

City: O'Fallon State: MO Zip: 63366

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/326,613,
75/670,249, 75/600,916

B. Trademark Registration No.(s) 2320703,
2340143

Additional number(s) attached Yes No

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

Name: Tammy S. Pagan

Internal Address: Suite 2000

Street Address: 500 North Broadway

City: St. Louis State: MO Zip: 63102

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Tammy S. Pagan

Tammy Pagan
Signature

March 6, 2002

Date

7

06/07/2002
01 FC:481
02 FC:482

DBYRNE Name of Person Signing

40.00 DP
100.00 MP

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

documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002519 FRAME: 0913

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this "Assignment") is made and entered into as of the 6th day of March, 2002 (the "Effective Date") by and between John T. Sarver, an individual ("Assignor") and True Fitness Technology, Inc., a Missouri corporation ("Assignee").

WITNESSETH

WHEREAS, Assignor is the sole owner of those trademarks and the respective registrations and applications for registration of trademarks, more particularly described on Exhibit A attached hereto and made a part hereof (the "Federally Registered Marks"); and

WHEREAS, in addition to the Federally Registered Marks, Assignor has used certain unregistered, common law trademarks as set forth on Exhibit B attached hereto and made a part hereof (the "Common Law Marks") (the Federally Registered Marks and the Common Law Marks are all hereinafter collectively referred to as the "Trademarks"); and

WHEREAS, pursuant to a certain Asset Purchase Agreement of even date herewith by and between Sohn, Inc., a Georgia corporation, and Assignee, the Trademarks are to be transferred and assigned by Assignor to Assignee; and

WHEREAS, Assignor desires to sell, transfer and assign to Assignee all of Assignor's right, title and interest in and to the Trademarks and the registrations thereof together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, along with the right to recover for damages and past infringements thereof; and

WHEREAS, Assignee desires to acquire from Assignor the Trademarks and the registrations and applications thereof together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, along with the right to recover for damages and past infringements thereof.

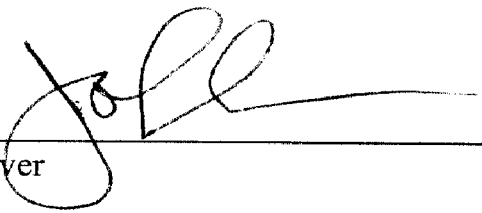
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, its successors and assigns, Assignor's entire right, title and interest in and to the Trademarks, the respective registrations and applications for registration of trademarks, together with the goodwill of the business symbolized by the Trademarks, any and all causes of action for infringement of any of said Trademarks and the right to sue and collect for past infringements, damages, royalties and all other remedies related thereto.

The Commissioner of Patents and Trademarks is hereby respectfully requested to record this Assignment in the United States Patent and Trademark Office and index same

against the files of registration herein described.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed this 6th day of March, 2002.

ASSIGNOR:



John T. Sarver

ASSIGNEE:

TRUE FITNESS TECHNOLOGY, INC.,
a Missouri corporation

By: _____
Frank R. Trulaske, President

against the files of registration herein described.

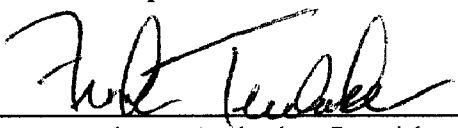
IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed this 6th day of March, 2002.

ASSIGNOR:

John T. Sarver

ASSIGNEE:

TRUE FITNESS TECHNOLOGY, INC.,
a Missouri corporation

By: 

Frank R. Trulaske, President

STATE OF GEORGIA)
) SS.
COUNTY OF FULTON)

On this 6 day of March, 2002, personally appeared before me, a Notary Public, John T. Sarver, to me known to be the person in and who executed the above Assignment, who acknowledged to me that he executed the same for the uses and purposes therein mentioned, as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this 6 day of March, 2002.

(OFFICIAL SEAL)

Elaine C. Lindsey
Notary Public ELAINE C. LINDSEY

My commission expires: 10-05-04

STATE OF MISSOURI)
) SS.
COUNTY OF ST. CHARLES)

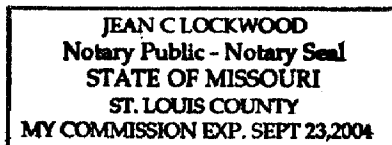
On this 6th day of March, 2002, before me appeared Frank R. Trulaske, to me known to be the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf and on behalf of True Fitness Technology, Inc., a Missouri corporation, with full authority as President of said corporation to so act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of March, 2002.

(OFFICIAL SEAL)

Jean C Lockwood
Notary Public

My commission expires:
9-23-2004



**EXHIBIT A
TO TRADEMARK ASSIGNMENT AGREEMENT**

Trademark	Docket Number	Date Filed	Serial Number	Registration Date	Registration Number	Status
Sohn (Words only)	011967-3010	9/1/98	75/546,612	2/22/00	2320703	Appeal Pending
Design (Sohn Logo)	011967-3020	9/1/98	75/545,837	4/11/00	2340143	Registered
CardioStrength & Design	011967-3130	10/17/01	76/326,613			Waiting for Examination
Cardio Strength	011967-3070	10/30/99	75/670,249			Changed to Cardio- Strength & Design
Clubhouse Fitness	011967-3090	12/13/98	75/600,916			Dead (Abandoned 9/6/00)

**EXHIBIT B
TO TRADEMARK ASSIGNMENT AGREEMENT**

Common Law Marks

Total Body System - First Use 2/2000 (Common Law Rights)