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(Rev. 03-01)
OMB No. 0651-0027 (exp 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Stephen A. Filipski

6-21-02

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

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

2. Name and address of receiving party(ies)

Name: **Woodridge Labs, Inc.**

Internal Address:

Street Address: **16217 Kittridge St.**

City: **Van Nuys** State: **CA** Zip: **91406**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- 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

3. Nature of conveyance:

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

Execution Date: **December 17, 2001**

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

A. Trademark Application No.(s)

78/063,424

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: **Rod S. Berman, Esq.**

Internal Address:

Jeffer, Mangels, Butler & Marmaro LLP

Street Address: **2121 Ave. of the Stars
10th Flr.**

City: **Los Angeles** State: **CA** Zip: **90067**

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ **40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0440

(Attach duplicate copy of this page if paying by deposit account)

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9. 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.

Victor K. Sapphire, Esq.

6/18/02

Name of Person Signing

Signature

Date

2

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

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

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CONDITIONAL ASSIGNMENT

WHEREAS, STEPHEN A. FILIPSKI, a United States citizen having its principal place of business at 2808 Paddington Drive, Plano, Texas 75093 ("Assignor"), is the owner of U.S. Application Serial Nos. 78/063,388 and 78/063,424 (the "Referenced Applications") for the mark TURBOSHAVE (the "Mark"), the goodwill represented by the Mark, and the registration of the Mark.

WHEREAS, WOODRIDGE LABS, INC., a corporation organized and existing under the laws of the State of California having its principal place of business at 16217 Kinridge Street, Van Nuys, California 91406 ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Mark, the goodwill represented by the Mark and the Applications.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee, and Assignee does hereby accept from Assignor, all of Assignor's right, title and interest in and to the Mark, the Referenced Applications and the goodwill represented by the Mark, free and clear of all security interests, liens and encumbrances effective as of the date of this Assignment, together with the right to bring and prosecute any claims or causes of action for past infringement of the Mark or the Referenced Applications.

This Assignment shall be effective immediately upon the commencement of the use of the Mark in commerce and submission of an amendment to allege use or a statement of use in connection with the Referenced Applications.

The United States Patent and Trademark Office is hereby authorized to deliver to Assignee, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

IN WITNESS WHEREOF, the undersigned have hereto set their hands as of the dates written below.

STEPHEN A. FILIPSKI

WOODRIDGE LABS, INC.

By: *Stephen A. Filipski*
Name: Stephen A. Filipski
Title: _____
Dated: 12/17 2001

By: *Joe Millin*
Name: Joe Millin
Title: President
Dated: 12/17 2001

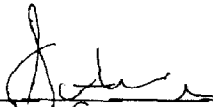
UNRECORDED

The mark is used by applying it to labels, on displays associated with the goods, on containers and packaging of the goods, and in other ways customary to the trade; and one (1) specimen of the mark in each class as actually used is presented herewith.

DECLARATION

The undersigned hereby declares and states that the undersigned holds the office with the Applicant corporation set forth below, and is authorized to execute this document on behalf of Applicant; that the undersigned believes Applicant to be the owner of the trademark sought to be registered; that the trademark is now in use in commerce; that the facts set forth in this Statement of Use are true; that all statements made herein of the undersigned's own knowledge are true; and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any registration resulting therefrom.

Dated: 6/17/02

By: 
Name: Scott Weiss
Title: CFO
of Woodridge Labs, Inc.

Rod S. Bertram, Esq.
Jeffer, Mangels, Butler & Marmaro LLP
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Los Angeles, California 90067-5010
(310) 207-8080

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