

08-30-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/02) Tab settings



SHEET ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102206701

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

1. Name of conveying party(ies):

FIRM MEDIA, LLC

8.28.02

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

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

2. Name and address of receiving party(ies)

Name: GoodTimes Entertainment Limited

Internal Address:

Street Address: 16 East 40th Street

City: New York State: New York Zip: 10016

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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: effective as of May 1, 2002

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

A. Trademark Application No.(s) 75/927,167 76/132,563, 76/132,561, 76/251,190 76/329,273 75/927,165

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: Karen Charal Gross, Esq.

Internal Address: GoodTimes Entertainment Limited

Street Address: 16 East 40th Street

City: New York State: New York Zip: 10016

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

FINANCE SECTION JUN 25 AM 9:52

DO NOT USE THIS SPACE

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.

Karen Charal Gross

Name of Person Signing

Signature

08/22/02 Date

5

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

TRADEMARK REEL: 002572 FRAME: 0314

1. Additional Conveying Party

FIRM DIRECT, LLC, limited liability company

4. Additional Trademark Application(s)

76/233,497

TRADEMARK ASSIGNMENT

WHEREAS, FIRM MEDIA, LLC, and FIRM DIRECT, LLC, Limited Liability Companies organized under the laws of the State of South Carolina having a principal place of business in Columbia, South Carolina and having a mailing address of P.O. Box 5982, Columbia, South Carolina 29250, have adopted, and are using the following Trademarks.

PENDING APPLICATIONS FOR FEDERAL REGISTRATION
IN THE NAME OF FIRM MEDIA, LLC.

<u>Ser. No.</u>	<u>Mark</u>	<u>Date Filed</u>
75/927,167	THE SCIENCE OF FITNESS	02/23/00
76/132,563	FIRM SCULPT	09/22/00
76/132,561	FIRM CARDIO	09/22/00
76/251,190	THE FANNY LIFTER	05/07/00
76/329,273	FIRM FORMULA	10/24/01
75-927,165	SMARTER SCIENCE FOR FASTER RESULTS	02/23/00

PENDING APPLICATIONS FOR FEDERAL REGISTRATION
IN THE NAME OF FIRM DIRECT, LLC.

76/233497	FIRM DIRECT	03/30/01
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WHEREAS, GOODTIMES ENTERTAINMENT LIMITED (hereinafter "GOODTIMES"), a corporation of the State of Delaware having a principal place of business at 16 East 40th Street, New York, New York 10016, is desirous of acquiring the trademarks and the goodwill associated with the marks, including all assets identified in Schedule A and B of the License Agreement subject to any restrictions which may apply, as of May 1, 2002;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said FIRM MEDIA, LLC and FIRM DIRECT, LLC, hereby assign to GOODTIMES its entire right, title and interest in and to the trademarks and the goodwill symbolized by said trademarks in the United States and in any and all countries foreign to the United States, and all assets identified in Schedule A and B of the License Agreement subject to any restrictions which may apply, as of May 1, 2002.

FIRM MEDIA, LLC and FIRM DIRECT, LLC, agree to sign all lawful papers, at the request of GOODTIMES as may be necessary or desirable to register and to perfect title to the subject matter conveyed herein in any and all such foreign countries, without further compensation but at the expense of GOODTIMES.

By: Cynthia Benson/Member

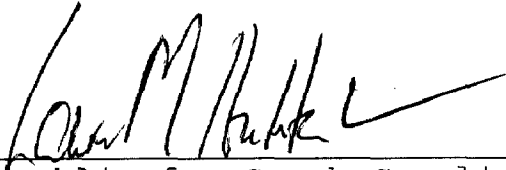
Cynthia Benson.
Member
FIRM MEDIA, LLC

By: Cynthia Benson/Member

Cynthia Benson.
Member
FIRM DIRECT, LLC

STATE OF SOUTH CAROLINA)
) SS:
COUNTY OF GREENVILLE)

BEFORE ME PERSONALLY appeared said Cynthia Benson, Member of The Firm Media, LLC and Firm Direct, LLC, and acknowledged the foregoing instrument to be her free act and deed this 31 day of July, 2002.



(SEAL)

Notary Public for South Carolina

My Commission Expires: 11/23/2003