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

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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): Creative Age Publications, Inc.

12-9-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 01/07/1997

2. Name and address of receiving party(ies)

Name: Carver Communications, Inc. Internal Address: Street Address: 7628 Densmore Ave. City: Van Nuys State: CA Zip: 91406-2088

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,024,752; 2,100,931

Additional number(s) attached Yes No

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

Name: Jonathan Kirsch

Internal Address: Suite 1700

Street Address: 1875 Century Park East

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Jonathan Kirsch Name of Person Signing

Handwritten signature

Signature

December 6, 2002 Date

Total number of pages including cover sheet, attachments, and document: 3

12/12/2002 6TOM11 00000109 2024752

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

01 FC:8521 02 FC:8522

40.00 DR 25.00 OP

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("Agreement") is made and entered into this 7th day of January, 1997, by and between CREATIVE AGE PUBLICATIONS, INC. ("Seller"), a California corporation, and CARVER COMMUNICATIONS, INC. ("Buyer"), a California corporation.

WHEREAS, Seller is the owner and publisher of DAYSPA MAGAZINE ("Magazine"); and

WHEREAS, Seller wishes to sell to Buyer, and Buyer wishes to purchase from Seller, certain of the assets used by Seller in connection with the publication of the Magazine.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the parties hereto agree as follows:

1. Seller hereby sells, assigns, transfers and delivers to Buyer, and Buyer hereby purchases from Seller, the tradename "Dayspa", the goodwill and all other intangible assets owned by Seller which are used in connection with the publication of the Magazine ("Assets"). Seller is not transferring any of its accounts receivable or other assets.

2. The purchase price to be paid by Buyer to Seller for the Assets is Fifty Thousand Dollars (\$50,000.00), which is being paid concurrently with the execution of this Agreement.

3. Seller represents and warrants that it has good and marketable title to the Assets and is transferring them to Buyer free and clear of any and all liens and encumbrances whatsoever.