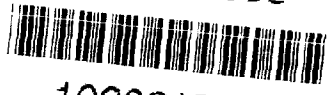


FEB 15 2003

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Form PTO-159  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings

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

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

1. Name of conveying party(ies):  
clubessential, inc. f/k/a Club Essential, Inc. **2-5-03**

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

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

2. Name and address of receiving party(ies)  
Name: clube, llc  
Internal  
Address: 3731 Earls Court View  
Street Address: \_\_\_\_\_  
City: Cincinnati State: OH Zip: 45226

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Ohio  
 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: 11/19/02

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
\_\_\_\_\_

B. Trademark Registration No.(s) 2601963, 2505328, 2519752, 78049533

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Amy E. Brown  
Internal Address: c/o Katz, Teller, Brant & Hild  
255 E. Fifth Street, Suite 2400  
Cincinnati, OH 45202  
Street Address: 255 E. Fifth Street  
Suite 2400  
City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
Amy E. Brown      Amy E. Brown      February 4, 2003  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 5

02/07/2003 ECDOPER 00000318 2601963  
01 FC:0521  
02 FC:0522

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

40.00 OP  
73.00 OP

TRADEMARK  
REEL: 002667 FRAME: 0005

**TRADEMARK ASSIGNMENT**

WHEREAS, clubessential, inc. (f/k/a Club Essential, Inc.), a Delaware corporation, having its principal offices at 1593 Spring Hill Road, Suite 600 East, Vienna, VA 22182 (the "ASSIGNOR") is the owner of all right, title and interest in and to the trademarks listed on Schedule A attached hereto (the "Marks") and the goodwill of the business symbolized by the Marks and pertaining thereto; and

WHEREAS, ASSIGNOR has agreed to assign all right, title and interest in and to the Marks to clube, llc, an Ohio limited liability company, having its principal offices at 3731 Earls Court View, Cincinnati, Ohio 45226 (the "ASSIGNEE"), as successor to ASSIGNOR'S entire business or that portion of the business symbolized by the Marks and pertaining thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns, effective as of the date hereof, to ASSIGNEE, its successors, legal representatives and assigns, all of ASSIGNOR'S right, title, and interest in and to the Marks, together with the goodwill of the business, or portion thereof to which the Marks pertain, symbolized thereby, including without limitation, the right to petition, sue or otherwise seek and recover damages, profits and any other remedy (monetary, injunctive, declaratory or other), for any past, present or future infringement, dilution, conversion or misappropriation of, or other injury, offense, violation, breach of duty or wrong relating to, the Marks, or any license, agreement, contract or other matter relating thereto.

ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to record the title of ASSIGNEE, its

successors, legal representatives and assigns, as owner of all right, title and interest in and to the Marks, together with all good will of the business associated with and symbolized by the Marks, in accordance with the terms of this instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of  
this 19th day of November, 2002.

CLUBESSENTIAL, INC.

By: 

Steven F. Elliott

President and Chief Executive Officer

Commonwealth of Virginia)  
County of Fairfax )

On this 19th day of November, 2002 before me personally appeared Steven F. Elliott to me personally known, who being duly sworn, did say that he is the President and Chief Executive Officer of clubessential, inc. and the he duly executed the foregoing instrument for and on behalf of clubessential, inc., being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.

  
Notary Public

My Comm. Exps. 2/28, 2006

SIGNATURE PAGE TO TRADEMARK ASSIGNMENT

- 3 -

NEWYORK 56897v2

NY 56897v2

NY 56897v2

- 4 -

NEWYORK 56897v2

TRADEMARK  
REEL: 002667 FRAME: 0008

**SCHEDULE A**

**List of Marks**

<b>Mark</b>	<b>Registration/Application No.</b>
CLUBESSENTIAL (& DESIGN)	2601963
CLUB ESSENTIAL	2505328
CLICK WITH YOUR MEMBERS	2519752
CUSTOMERNET	78049533
CLUBESSENTIAL	052885 (California)
CLUBESSENTIAL (& DESIGN)	052884 (California)