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To the Honorable Commissioner of Patents at



1 documents or copy thereof.

1. Name of conveying party 2003 FEB -5 AM 10:18

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ty(ies)

QDM Company

- Individual(s)
- General Partnership Limited Partnership
- Corporation - State of California
- Other _____

FINANCE SECTION

Name: Ergoline, Inc.

Internal Address: _____

Street Address 2400 Industrial Drive

City: Jonesboro State: AR ZIP: 72402

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

Association _____

Individual (s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation - State Delaware

Other _____

3. Nature of conveyance

- Assignment Merger
- Security Agreement Change of Name
- 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

Execution Date: January 10, 2003

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

A. Trademark Application No.(s) 75/570, 127 B. Trademark No.(s) 1,871, 202

Additional numbers attached? Yes No

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

Name: Raymond I. Bruttomesso, Jr.

Internal Address: _____

Bowditch & Dewey, LLP

Street Address: 161 Worcester Road

P.O. Box 9320

City: Framingham State: MA ZIP: 01701-9320

6. Total number of applications and registrations involved: 15

7. Total Fee (37 C.F.R. 3.41)..... \$390.00

- Enclosed
- Authorized to charge any deficiencies or credit any overpayment to deposit account
- Authorized to be charged to deposit account

8. Deposit account number: _____

501935

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

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 the attached Termination of Security Agreement is a true copy of the original document.

Raymond I. Bruttomesso, Jr.

Name of Person Signing

Signature

February 6, 2003

Date

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

0000232 75370127 40.00 350.00

TRADEMARK

REEL: 002367 FRAME: 0963

Continuation of Item 4
Ergoline, Inc.

Trademark Registration Nos.	Trademark Application No.
1,902,466	75/570,679
1,914,762	
1,952,756	
1,988,549	
2,017,588	
2,028,391	
2,044,173	
2,068,709	
2,325,415	
2,507,501	
2,527,099	
2,632,742	

ASSIGNMENT OF TRADEMARKS

WHEREAS, QDM Company, a corporation organized and existing under the laws of the state of California, and having its principal place of business at 856 Folsom Street, San Francisco, California, 94107 (hereinafter called ASSIGNOR) is the owner of the entire right, title and interest in and to certain trademarks, as specified in the SCHEDULE A attached hereto and made a part hereof; and

WHEREAS, Ergoline, Inc., a corporation organized and existing under the laws of the state of Delaware, and having its principal place of business at 2409 Industrial Drive, Jonesboro, Arkansas, 72402 (hereinafter called ASSIGNEE) desires to acquire the entire right, title and interest in and to certain assets and properties of ASSIGNOR, including said trademarks; and

WHEREAS, ASSIGNOR has agreed to execute such additional instruments as may be necessary or desirable to confirm said acquisition of certain assets by ASSIGNEE.

NOW, THEREFORE, in consideration of the foregoing, as well as for other good and valuable consideration receipt of which is hereby acknowledged, ASSIGNOR, hereby sells, assigns, transfers and sets over to ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest of ASSIGNOR in and to said trademarks, together with the good will of the business symbolized by said trademarks, and all claims, if any, which may have arisen thereunder prior to the date of this Assignment.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its duly authorized corporate officer, and its corporate seal to be hereunto affixed, all effective the 10th of January, 2003.

ATTEST:

By [Signature]
Its CEO

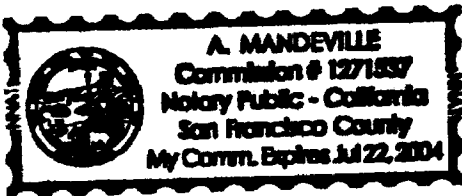
ACKNOWLEDGMENT

County of SAN FRANCISCO) ss.

On this 10th day of JANUARY, 2003, being duly sworn personally appeared before me, the above-named LEIF W. VASSTROM known by me to be the one who executed the foregoing instrument and subscribed the same in my presence, and acknowledged the same to be his/her free act and deed on behalf of and as authorized by QDM Company.

[Signature]

Notary Public



SCHEDULE A**US REGISTRATIONS**

Trademark/ Servicemark	Reg. No.	Reg. Date	Goods/Services
ORBIT	1,871,202	January 3, 1995	Ultraviolet sun tanning machines (Class 11)
DATASOURCE	1,902,466	July 4, 1995	Computer programs for retail business management and instructional manuals sold as a unit (Class 9)
ODYSSEY	1,914,762	August 29, 1995	Ultraviolet sun tanning machines (Class 11)
OMEGA	1,952,756	January 30, 1996	Ultraviolet sun tanning beds for commercial and domestic use (Class 11)
STARCARD	1,988,549	July 23, 1996	Electronic card for client registration, information and prepaid payments for use in tanning and beauty salons (Class 9)
BREEZE ADVANTAGE	2,017,588	November 19, 1996	Business management software for tanning and beauty salons (Class 9)
ORIGINAL DR. MULLER QDM	2,028,391	January 7, 1997	Ultraviolet sun tanning machines and parts therefor, and ultraviolet sun tanning lamps (Class 9)
VHP	2,044,173	March 11, 1997	Sun tanning lamps and ultraviolet sun tanning machines and structural parts thereof (Class 11)
TOTAL SALON CONCEPT	2,068,709	June 10, 1997	Tanning salon consulting services, namely, providing layout and design services, tanning equipment selection services, customer control and registration equipment selection services, and business management equipment and software selection services (Class 42)
WIND TUNNEL	2,325,415	March 7, 2000	Ultraviolet sun tanning machines and parts therefor (Class 11)
ONYX	2,507,501	November 13, 2001	Ultraviolet sun tanning beds for commercial and domestic use (Class 11)
SHUTTLE	2,527,099	January 8, 2002	Ultraviolet sun tanning beds for commercial and domestic use (Class 11)
GIANT SUN	2,632,742	October 8, 2002	Ultraviolet sun tanning beds (Class 11)

US PENDING APPLICATIONS

Trademarks/ Servicemarks	Appl. No.	Appl. Date	Goods/Services
SPEED	75/570,127	October 14, 1998	Facial sun tanning machines (Class 11)
ULTRAMAX	75/570,679	October 14, 1998	Ultraviolet quartz tanning lamp (Class 11)

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RECORDED: 02/05/2003**TRADEMARK
REEL: 002667 FRAME: 0966**