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R SHEET

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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
 QDM Company 630-03
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of California
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Ergoline, Inc.
 Internal Address: _____
 Street Address 2400 Industrial Drive
 City: Jonesboro State: AR ZIP: 72402
 Association _____
 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: Corrected Assignment at Reel/Frame No: 002667/0963
 Recordation Date: 02/05/03

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:
50-1935
 (Attach duplicate copy of this page if paying 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 is a true copy of the original document.
Raymond I. Bruttomesso, Jr. [Signature] 26 June 2003
 Name of Person Signing Signature Date

07/02/2003 DBYRNE 00000106 75570487 number of pages including cover sheet, attachments, and document: Four (4)

01 FC:8521 40.00 OP
02 FC:8522 350.00 OP

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	

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02-11-2003

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To the Honorable Commissioner of Patents and Trademarks



1 document or copy thereof.

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

QDM Company

Individual(s)

Association **FINANCE SECTION**

General Partnership

Limited Partnership

Corporation - State of California

Other

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

102260386

Name: Ergoline, Inc.

Internal Address:

Street Address 2400 Industrial Drive

City: Jonesboro State: AR ZIP: 72402

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

Execution Date: January 10, 2003

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 trademark number(s):

A. Trademark Application No.(s) 75/570, 127

B. Trademark No.(s) 1,871, 202

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Authorized to be charged to deposit account

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50 1935

(Attach duplicate copy of this page if paying 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:

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

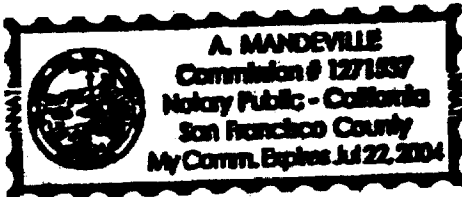
ACKNOWLEDGMENT

County of SAN FRANCISCO) ss.

On this 10th day of JANUARY, 2003, being duly sworn personally appeared before me, the above-named LEIF W. VASTROM 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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By [Signature]

Its CEO

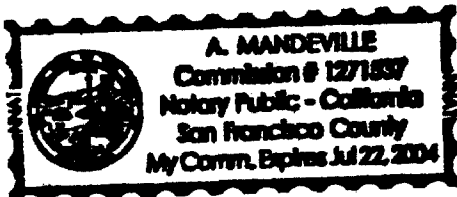
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FOREIGN PENDING APPLICATIONS

Trademark	Country	Appl. No.	Appl. Filing Date
OMEGA	Canada	881986	June 18, 1998
ORBIT	Canada	881988	June 18, 1998
ORIGINAL QDM DR.MULLER & Design	Canada	881984	June 18, 1998
STARCARD	Canada	881985	June 18, 1998
TOTAL SALON CONCEPT	Canada	881989	June 18, 1998
VHP	Canada	881987	June 18, 1998

Continuation of Item 4
Ergoline, Inc.

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