

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

As We Change, LLC

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

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

2. Name and address of receiving party(ies)

Name: Insolvency Services Group, Inc.

Internal # 361

Address: \_\_\_\_\_

Street Address: 18653 Ventura Boulevard

City: Tarzana State CA Zip: 91356

- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: April 15, 2004

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_

2112088 2228836

Additional number(s) attached  Yes  No

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

Name: Mei Tsang

Internal Address: \_\_\_\_\_

Sonnenschein Nath & Rosenthal LLP

P.O. Box #061080

Street Address: Wacker Drive Station

Sears Tower

City: Chicago, State: IL Zip: 60606

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:

19-3140

DO NOT USE THIS SPACE

9. Signature.

Mei Tsang

Name of Person Signing



Signature

April 22, 2004

Date

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

CH \$66.00 193140 2112088

### ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (the "Assignment") is made as of April 15, 2004 by As We Change, LLC, a Delaware limited liability company, whose address is 6255 Ferris Square, Suite F, San Diego, California 92121 (the "Assignor") to Insolvency Services Group, Inc., a California corporation, whose address is 18653 Ventura Boulevard, #361, Tarzana, California 91356 (the "Assignee").

WHEREAS, Assignor is the sole and exclusive owner of certain trademarks that are the subject of the trademark registrations listed on Schedule A attached hereto; and

WHEREAS, Assignor wishes to assign to Assignee, and Assignee, acting as assignee under a general assignment for the benefit of creditors of Assignor, wishes to accept from Assignor, all right, title, and interest, worldwide, in and to the trademarks and the trademark registrations listed on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors and assigns, the entire right, title and interest in and to the aforesaid trademarks and the trademark registrations listed on Schedule A, attached hereto, together with the goodwill of the business connected with the use of and symbolized by said trademarks throughout the world in perpetuity, and all income, royalties, damages and payments now or hereafter due or payable with respect to said trademarks and all causes of action (either in law or in equity) related to said trademarks, including the right to sue, counterclaim and recover for past, present or future infringement of said trademarks.

Assignor hereby agrees to promptly execute all papers and to perform such other proper acts reasonably necessary to secure to Assignee or its successors or assigns, the rights hereby transferred, including, without limitation, Assignor's execution of assignments in recordable form in each jurisdiction where trademark applications may now or hereafter be pending or registrations may now or hereafter be issued.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be executed by its duly authorized representative as of the date first above written.

As We Change, LLC,  
a Delaware limited liability company

By: Richard G. Vincent  
Name: Richard G. Vincent  
Title: Vice President and Secretary

Notary Acknowledgment for  
As We Change, LLC

STATE OF California )  
 )  
COUNTY OF San Diego ) SS

On April 15, 2004, before me, Michelle Halbig, a  
Notary Public in and for the State of California, personally appeared  
Richard G. Vincent personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the person whose name is subscribed to the within instrument and  
acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by  
his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person  
acted, executed the instrument.

WITNESS my hand and official seal.

Michelle Halbig

My commission expires: 10/12/06



SCHEDULE A

<b>TRADEMARK</b>	<b>REGISTRATION NUMBER</b>	<b>FILING DATE</b>	<b>REGISTRATION DATE</b>
As We Change	2112088	10/7/96	11/11/97
As We Change	2228836	4/13/98	3/2/99