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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

102990016

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

1. Name of conveying party(ies):

EVAN B. TROMMER

- Individual(s) [checked] Association []
General Partnership [] Limited Partnership []
Corporation- []
Other []

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

2. Name and address of receiving party(ies)

Name: OFFICERS ONLY INCORPORATED

Internal Address:

Street Address: 1631 West 2550 South

City: Ogden State: UT Zip: 84401

- Individual(s) citizenship []
Association []
General Partnership []
Limited Partnership []
Corporation- Nevada [checked]
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 [checked] No

3. Nature of conveyance:

- Assignment [checked] Merger []
Security Agreement [] Change of Name []
Other []

Execution Date: April 13, 2005

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

A. Trademark Application No.(s)
See attached Exhibit A

B. Trademark Registration No.(s)
See attached Exhibit A

Additional number(s) attached [checked] Yes [] No

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

Name: Michael E. Mangelson

Internal Address:

Street Address: Steel Rives LLP
One Utah Center
201 South Main, Ste. 1100

City: Salt Lake City State: Utah Zip: 84111-4904

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)\$540.00

- Enclosed [checked]
Authorized to be charged to deposit account []

8. Deposit account number: 50-2375

(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 any attached copy is a true copy of the original document.

Michael E. Mangelson

Name of Person Signing

Signature

Date

4/21/05

04/26/2005 ECGOPER 00000192 2883113

01 FD 8521
02 FD 8522

40.00 OP
500.00 OP

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

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

SaltLake-251074.1 0062480-00002

TRADEMARK
REEL: 003152 FRAME: 0737

[EXECUTION COPY]

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, EVAN B. TROMMER (“Assignor”), of 87 North Wind River Drive, Layton, Utah, 84040, is the owner of record of the trademarks, U.S. trademark applications, and U.S. trademark registrations identified on Exhibit “A” attached hereto, and has a *bona fide* intent to use the trademarks identified in the U.S. trademark applications; and

WHEREAS, OFFICERS ONLY INCORPORATED (“Assignee”), a Nevada corporation, having a place of business at 1631 West 2550 South, Ogden, Utah, 84401, is desirous of acquiring from Assignor the entire right, title and interest in and to the trademarks identified on Exhibit “A”, together with the trademark registrations, trademark applications and the business and accompanying goodwill pertaining thereto, including that portion of Assignor’s business and goodwill with which the Assignor has a *bona fide* intent to use the trademarks and pending U.S. trademark applications, and Assignor is willing to assign the trademarks, trademark registrations, trademark applications and associated business and goodwill to Assignee.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee, the entire right, title, and interest in and to the aforesaid trademarks, including the trademark registrations, trademark applications and business and goodwill pertaining thereto, including that portion of Assignor’s business and goodwill in connection with which Assignor has a *bona fide* intent to use the trademarks, together with all claims, demands and causes of action for the past infringement of any or all of the trademarks or for unfair competition in business in connection therewith, the same to be held and enjoyed by

Assignee, its successors, assigns or other legal representatives as fully and entirely as the same would or could have been held and enjoyed by Assignor had this Assignment not been made.

Assignor warrants, covenants and represents that it is the owner of the aforesaid trademarks, trademark registrations, trademark applications and associated business and goodwill; that it has the full right to convey the entire interest hereby assigned; and that it has not and will not assign or otherwise transfer any of the rights hereby assigned to any third party.

[SIGNATURE PAGE FOLLOWS]

EXHIBIT A

TRADEMARKS

<u>MARK</u>	<u>U.S. SERIAL NO./REG. NO.</u>
OFFICERS ONLY	U.S. Reg. No. 2,883,113
circles design	U.S. Serial No. 78/201,073
circles design	U.S. Serial No. 78/201,075
OFFICERS ONLY & design	U.S. Serial No. 78/201,059
circles design	U.S. Serial No. 78/201,065
OFFICERS ONLY & design	U.S. Serial No. 78/201,057
OFFICERS ONLY & design	U.S. Serial No. 78/201,097
OFFICERS ONLY & design	U.S. Serial No. 78/201,052
OFFICERS ONLY & design	U.S. Serial No. 78/201,049
OFFICERS ONLY & design	U.S. Serial No. 78/201,048
OFFICERS ONLY & design	U.S. Serial No. 78/201,045
OFFICERS ONLY	U.S. Serial No. 78/200,879
circles design	U.S. Serial No. 78/201,087
circles design	U.S. Serial No. 78/201,095
circles design	U.S. Serial No. 78/201,088
circles design	U.S. Serial No. 78/201,071
OFFICERS ONLY	U.S. Serial No. 78/200,897
OFFICERS ONLY	U.S. Serial No. 78/200,890
OFFICERS ONLY	U.S. Serial No. 78/200,889
OFFICERS ONLY	U.S. Serial No. 78/200,877
OFFICERS ONLY	U.S. Serial No. 78/200,874