

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Docket No.:
TM-2118

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

1. Name of conveying party(ies): René Burton

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

2. Name and address of receiving party(ies)

Name: RB Fitness Enterprises, Inc.

Internal Address:

Street Address: 418 16th Street, Huntington Beach, California 92648

Individual(s) citizenship United States of America

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

Other _____

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other: _____

Execution Date: 2/9/07

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

A. Trademark Application No.(s): 78/812,492

B. Trademark Registration No. (s)

Additional numbers attached? Yes No

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

Name: Donald E. Stout

Internal Address:

Street Address:

Stout, Uxa, Buyan & Mullins, LLP

4 Venture, Suite 300

Irvine, CA 92618

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41),.....\$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 13-5135

(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.

Donald E. Stout

Name of Person Signing

Donald E. Stout
Signature

2/16/07
Date

3

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

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

CH \$40.00 136136 78812492

TRADEMARK

Docket: TMI-2118

When recorded return to:

STOUT, UXA, BUYAN & MULLINS, LLP
Donald E. Stout
4 Venture, Suite 300
Irvine, CA 92618

TRADEMARK ASSIGNMENT

WHEREAS, René Burton ("Assignor"), a United States citizen, residing at 418 16th Street, Huntington Beach, California 92648, applied for registration of the trademark IT'S NEVER TOO LATE ("Mark") in the United States Patent and Trademark Office on February 10, 2006, Application Serial Number 78/812,492, based upon her bona fide intent to use the Mark in interstate commerce; and

WHEREAS, RB Fitness Enterprises, Inc. ("Assignee"), a California Corporation, having a business address of 418 16th Street, Huntington Beach, California 92648, is the successor in interest to the portion of the business of Assignor which intended to use the Mark. Assignee is desirous of acquiring said Mark, and the application for registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the pending application for registration.

Executed this 9 day of February, 2007


René Burton

TRADEMARK