

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/21/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Phild Co., Ltd.		04/21/2009	CORPORATION: JAPAN

RECEIVING PARTY DATA

Name:	Phiten Co., Ltd.
Street Address:	678, Tearaimizu-cho, Karasumadori
Internal Address:	Nishikikojikado, Nakagyo-ku
City:	Kyoto City
State/Country:	JAPAN
Entity Type:	CORPORATION: JAPAN

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2848135	RAKUWA

CORRESPONDENCE DATA

Fax Number: (213)621-2900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-621-3000
 Email: johnson@loslaw.com
 Correspondent Name: William D Johnson
 Address Line 1: 350 S Figueroa Street, Suite 190
 Address Line 4: Los Angeles, CALIFORNIA 90071

DOMESTIC REPRESENTATIVE

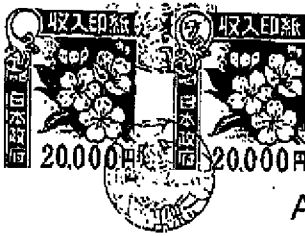
Name: William D Johnson
 Address Line 1: 350 S Figueroa Street, Suite 190
 Address Line 4: Los Angeles, CALIFORNIA 90071

900177677

**TRADEMARK
 REEL: 004423 FRAME: 0425**

OP \$40.00 2848135

NAME OF SUBMITTER:	William D Johnson
Signature:	/William D Johnson/
Date:	12/01/2010
Total Attachments: 9 source=Absorption-Merger Agreement effective 04.21.09#page1.tif source=Absorption-Merger Agreement effective 04.21.09#page2.tif source=Absorption-Merger Agreement effective 04.21.09#page3.tif source=Absorption-Merger Post - Company Register#page1.tif source=Absorption-Merger Post - Company Register#page2.tif source=Absorption-Merger Post - Company Register#page3.tif source=Absorption-Merger Post - Company Register#page4.tif source=Absorption-Merger Post - Company Register#page5.tif source=Absorption-Merger Post - Company Register#page6.tif	



Absorption-type Merger Agreement

On this day, Phiten Co., Ltd. (located at 678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi; hereinafter referred to as "Phiten") and Phild Co., Ltd. (located at 678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi; hereinafter referred to as "Phild") make and enter into the following agreement with respect to the merger of both companies.

Article 1 (Surviving company and dissolved company)

Phiten shall survive the merger with Phild and Phild shall be dissolved.

Article 2 (Issue and allotment of stock upon the merger)

Upon the merger, Phiten shall issue one thousand three hundred twelve (1,312) shares of common stock and allot such common stock and forty (40) shares of its treasury stock to each shareholder in Phild (excluding Phild itself) listed or recorded in Phild's shareholder registry as of the day preceding the effective date of merger at the ratio of four (4) shares of Phiten to one (1) share of Phild held by the shareholder in question.

Article 3 (Amount of stated capital and capital reserve)

The amount of Phiten's capital, capital reserve and other funds to be increased upon the merger shall be as shown below:

(1) Capital

Twenty million yen (¥20,000,000)

(2) Capital reserve, other capital surplus, retained earnings reserve and other earned surplus

Phiten shall determine the amounts of the aforementioned in accordance with the Corporate Calculation Regulations.

Article 4 (Effective date)

The merger shall become effective on April 21, 2009; provided, however, that the date may be changed by agreement between Phiten and Phild if necessary procedures for the merger fail to be completed before that date.

Article 5 (Merger approval meeting)

Phiten and Phild shall demand a resolution for approval for this Agreement and matters necessary for the merger at their respective extraordinary shareholders' meetings to be held on April 16, 2009; provided, however, that the date may be changed through discussions between Phiten and Phild if necessary according to the progress of the merger procedures.

Article 6 (Succession)

1. On the effective date of merger, Phild shall have Phiten succeed to all the assets, liabilities, rights and obligations of Phild on the basis of its balance sheet and inventory of assets as of April 20, 2008.
2. Phild shall define changes to its assets and liabilities between the above date and the effective date of merger by providing a separate statement of accounts.

Article 7 (Property management and business execution)

Phiten and Phild shall manage their respective property and execute their respective business with the duty of care and diligence of a good manager until the effective date of merger after the execution of this Agreement. Any act that has a material effect on the property, rights or obligations of Phiten or Phild shall be committed by agreement between both parties after mutual prior discussions.

Article 8 (Treatment of employees)

Phiten shall succeed to all Phild's employees as of the effective date of merger, who will become Phiten's own employees.

Article 9 (Change of the merger terms and termination of the merger agreement)

If any material fluctuation occurs or any latent material defect is found in the financial or managerial circumstances of Phiten or Phild due to acts of God or other circumstances during the period from the execution date of this Agreement to the effective date of merger, both inclusive, Phiten and Phild may change the merger terms or terminate this Agreement after mutual discussions.

Article 10 (Matters not provided for)

Any matters not provided for in this Agreement and matters to be discussed in connection with the merger shall be executed after discussions between Phiten and Phild.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by placing their signatures and seals thereon, and Phiten shall retain the original and Phild shall retain its copy.

March 13, 2009

(Phiten)

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado,
Nakagyo-ku, Kyoto-shi

Phiten Co., Ltd.

Yoshihiro Hirata, Representative Director



(Phild)

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado,
Nakagyo-ku, Kyoto-shi

Phild Co., Ltd.

Yoshihiro Hirata, Representative Director



CERTIFICATE OF ALL REGISTERED MATTERS INCLUDING RECENT HISTORICAL RECORDS

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
Phiten Co., Ltd.
Corporate entity, etc. ID: 1300-01-015503

Trade name	Phiten Co., Ltd.	
Head Office	<u>Meiji Seimei Kyoto Nishiki Building, 678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi</u>	Transferred on September 20, 2002 Registered on October 1, 2002
	678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi	Changed on July 23, 2003 Registered on July 28, 2003
Method for public announcements	Publicly announced through the official gazette, the <i>Kampo</i>	
Date of establishment	October 4, 1983	Authorized on October 11, 2001 Corrected on October 11, 2001
Objectives	<ol style="list-style-type: none"> 1. <u>Sale, import and export of health appliances and health food</u> 2. <u>Sale, import and export of cosmetics and cosmetic equipment</u> 3. <u>Sale, import and export of accessories and personal ornaments</u> 4. <u>Sale, import and export of sporting goods and leisure goods</u> 5. <u>Manufacturing, processing, sale, import and export of soft drinks</u> 6. <u>Manufacturing, processing, sale, import and export of dairy products, rice meals and confectionery</u> 7. <u>Sale, import and export of medicine and quasi-drugs</u> 8. <u>Processing, sale, import and export of water purifiers</u> 9. <u>Operation of hairdressing salons</u> 10. <u>Manufacturing, sale, import and export of liquors</u> 11. <u>Operation of orthopedic clinics, bone setting clinics and acupuncture clinics</u> 12. <u>Operation of talent agencies</u> 13. <u>Planning and holding of sports events</u> 14. <u>Operation of gyms and sports classes</u> 15. <u>Development of cosmetology, cosmetology teaching, and operation of cosmetology classes</u> 16. <u>Any and all business operations incidental to those listed above</u> <p style="text-align: center;">Changed on February 13, 2003 Registered on February 26, 2003</p>	
		<ol style="list-style-type: none"> 1. <u>Sale, import and export of health appliances and health food</u> 2. <u>Sale, import and export of cosmetics and cosmetic equipment</u> 3. <u>Sale, import and export of accessories and personal ornaments</u> 4. <u>Sale, import and export of sporting goods and leisure goods</u> 5. <u>Manufacturing, processing, sale, import and export of soft drinks</u> 6. <u>Manufacturing, processing, sale, import and export of dairy products, rice meals and confectionery</u> 7. <u>Sale, import and export of medicine and quasi-drugs</u> 8. <u>Processing, sale, import and export of water purifiers</u> 9. <u>Operation of hairdressing salons</u> 10. <u>Manufacturing, sale, import and export of liquors</u> 11. <u>Operation of orthopedic clinics, bone setting clinics and acupuncture clinics</u> 12. <u>Operation of talent agencies</u> 13. <u>Planning and holding of sports events</u>

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
 Phiten Co., Ltd.
 Corporate entity, etc. ID: 1300-01-015503

	<p><u>14. Operation of gyms and sports classes</u> <u>15. Development of cosmetology, cosmetology teaching, and operation of cosmetology classes</u> <u>16. Sale, import and export of medical equipment</u> <u>17. Any and all business operations incidental to those listed above</u></p> <p>Changed on June 1, 2006 Registered on June 2, 2006</p> <p><u>1. Manufacturing, processing, sale, import and export of health appliances</u> <u>2. Manufacturing, processing, sale, import and export of health food and functional nutritional food</u> <u>3. Manufacturing, processing, sale, import and export of cosmetics</u> <u>4. Manufacturing, processing, sale, import and export of cosmetic equipment</u> <u>5. Manufacturing, processing, sale, import and export of accessories and personal ornaments</u> <u>6. Manufacturing, processing, sale, import and export of sporting goods and leisure goods</u> <u>7. Manufacturing, processing, sale, import and export of soft drinks</u> <u>8. Manufacturing, processing, sale, import and export of dairy products, rice meals and confectionery</u> <u>9. Manufacturing, processing, sale, import and export of medicine</u> <u>10. Manufacturing, processing, sale, import and export of quasi-drugs</u> <u>11. Manufacturing, processing, sale, import and export of water purifiers</u> <u>12. Operation of hairdressing salons</u> <u>13. Manufacturing, processing, sale, import and export of liquors</u> <u>14. Operation of orthopedic clinics, bone setting clinics and acupuncture clinics</u> <u>15. Operation of talent agencies</u> <u>16. Planning and holding of sports events</u> <u>17. Operation of gyms and sports classes</u> <u>18. Development of cosmetology, cosmetology teaching, and operation of cosmetology classes</u> <u>19. Manufacturing, processing, sale, import and export of medical equipment</u> <u>20. Manufacturing, processing, sale, import and export of food</u> <u>21. Any and all business operations incidental to those listed above</u></p> <p>Changed on January 13, 2009 Registered on February 5, 2009</p>
	<p>1. Manufacturing, processing, sale, import and export of health appliances 2. Manufacturing, processing, sale, import and export of health food and functional nutritional food 3. Manufacturing, processing, sale, import and export of cosmetics 4. Manufacturing, processing, sale, import and export of cosmetic equipment 5. Manufacturing, processing, sale, import and export of accessories and personal ornaments 6. Manufacturing, processing, sale, import and export of sporting goods and leisure goods 7. Manufacturing, processing, sale, import and export of soft drinks 8. Manufacturing, processing, sale, import and export of dairy products, rice meals and confectionery 9. Manufacturing, processing, sale, import and export of medicine 10. Manufacturing, processing, sale, import and export of quasi-drugs 11. Manufacturing, processing, sale, import and export of water purifiers 12. Operation of hairdressing salons 13. Manufacturing, processing, sale, import and export of liquors 14. Operation of orthopedic clinics, bone setting clinics and acupuncture clinics 15. Operation of talent agencies 16. Planning and holding of sports events 17. Operation of gyms and sports classes 18. Development of cosmetology, cosmetology teaching, and operation of cosmetology classes 19. Manufacturing, processing, sale, import and export of medical equipment 20. Manufacturing, processing, sale, import and export of food and drinking water 21. Manufacturing, processing, sale, import, export and leasing of exercise equipment 22. Manufacturing, processing, sale, import and export of clothing, jewelry and daily-use goods</p>

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
 Phiten Co., Ltd.
 Corporate entity, etc. ID: 1300-01-015503

	23. Manufacturing, processing, sale, import and export of household electric appliances 24. Manufacturing, processing, sale, import and export of character goods 25. Design, planning and establishment of design licenses and reproduction rights 26. Tourism business 27. Manufacturing, processing, sale, import and export of sport clothing 28. Manufacturing, processing, sale, import and export of soap and permanent wave solutions 29. Manufacturing, processing, sale, import and export of fertilizers 30. Manufacturing, processing, sale, import and export of paints 31. Operation of beauty salons and relaxation salons 32. Manufacturing, processing, sale, import and export of building materials 33. Manufacturing, processing, sale, import and export of interior goods, furniture and bedding 34. Manufacturing, processing, sale, import and export of transport equipment and the parts and accessories thereof 35. Any and all business operations incidental to those listed above Changed on April 21, 2009 Registered on April 21, 2009	
Number of shares to be issued	<u>800 shares</u>	
	6,500 shares	Changed on April 21, 2009 Registered on April 21, 2009
Total number of issued shares, details and number	Total number of issued shares <u>200 shares</u>	
	Total number of issued shares 1,512 shares	Changed on April 21, 2009 Registered on April 21, 2009
Provisions regarding issue of stock certificates	<u>Stock certificates of this company will be issued.</u> Registered on May 1, 2006 pursuant to the provision set forth in Article 136 of Act No. 87 of 2005	
	Abolished on November 2, 2006 Registered on November 14, 2006	
Capital	<u>¥10 million</u>	
	¥30 million	Changed on April 21, 2009 Registered on April 21, 2009
Regulations restricting the assignment of shares	<u>The assignment of shares of the company shall require the approval of the board of directors of the company.</u>	
	Acquisition of stocks of the company through assignment shall be subject to approval of the board of directors. Changed on November 2, 2006 Registered on November 14, 2006	

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
 Phiten Co., Ltd.
 Corporate entity, etc. ID: 1300-01-015503

Items concerning executives	Director <u>Yoshihiro Hirata</u>	Reappointed on July 13, 2004
		Registered on August 24, 2004
	Director <u>Yoshihiro Hirata</u>	Reappointed on July 11, 2006
		Registered on July 26, 2006
	Director Yoshihiro Hirata	Reappointed on July 10, 2008
		Registered on July 22, 2008
	Director <u>Sadayo Hirata</u>	Reappointed on July 13, 2004
		Registered on August 24, 2004
	Director <u>Sadayo Hirata</u>	Reappointed on July 11, 2006
		Registered on July 26, 2006
	Director Sadayo Hirata	Reappointed on July 10, 2008
		Registered on July 22, 2008
	Director <u>Toshiro Kameyama</u>	Reappointed on July 13, 2004
		Registered on August 24, 2004
	Director <u>Toshiro Kameyama</u>	Reappointed on July 11, 2006
		Registered on July 26, 2006
Director Toshiro Kameyama	Reappointed on July 10, 2008	
	Registered on July 22, 2008	
Director <u>Keiji Oka</u>	Reappointed on July 13, 2004	
	Registered on August 24, 2004	
	Resigned on January 31, 2006	
	Registered on February 16, 2006	
Director <u>Shouji Kani</u>	Reappointed on July 13, 2004	
	Registered on August 24, 2004	
	Resigned on January 31, 2006	
	Registered on February 16, 2006	

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
 Phiten Co., Ltd.
 Corporate entity, etc. ID: 1300-01-015503

	<u>Director</u> <u>Yuko Yamashita</u>	Reappointed on July 13, 2004
		Registered on August 24, 2004
	<u>Director</u> <u>Yuko Yamashita</u>	Reappointed on July 11, 2006
		Registered on July 26, 2006
	Director Yuko Yamashita	Reappointed on July 10, 2008
		Registered on July 22, 2008
	<u>Director</u> <u>Masatoshi Magara</u>	Reappointed on July 13, 2004
		Registered on August 24, 2004
	<u>Director</u> <u>Masatoshi Magara</u>	Reappointed on July 11, 2006
		Registered on July 26, 2006
	Director Masatoshi Magara	Reappointed on July 10, 2008
		Registered on July 22, 2008
	Director Yoshio Ueda	Appointed on April 21, 2009
		Registered on April 21, 2009
<u>Representative Director</u> <u>Yoshihiro Hirata</u> 23-6 Hanazono-Uchihata-cho, Ukyo-ku, Kyoto-shi	Reappointed on July 13, 2004	
	Registered on August 24, 2004	
<u>Representative Director</u> <u>Yoshihiro Hirata</u> 19-3 Hanazono-Ogino-cho, Ukyo-ku, Kyoto-shi	Relocated on February 8, 2005	
	Registered on April 11, 2005	
<u>Representative Director</u> <u>Yoshihiro Hirata</u> 19-3 Hanazono-Ogino-cho, Ukyo-ku, Kyoto-shi	Reappointed on July 11, 2006	
	Registered on July 26, 2006	
Representative Director Yoshihiro Hirata 19-3 Hanazono-Ogino-cho, Ukyo-ku, Kyoto-shi	Reappointed on July 10, 2008	
	Registered on July 22, 2008	

678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi
 Phiten Co., Ltd.
 Corporate entity, etc. ID: 1300-01-015503

	<u>Auditor</u> <u>Hiroshi Takada</u>	Appointed on July 13, 2004 Registered on August 24, 2004
	Auditor Hiroshi Takada	Reappointed on July 10, 2008 Registered on July 22, 2008
Absorption-type merger	On April 21, 2009, a merger with Phild Co., Ltd. of 678 Tearaimizu-cho, Karasuma-dori Nishikikoji-kado, Nakagyo-ku, Kyoto-shi was effected.	Registered on April 21, 2009
Matters concerning the company with board of directors	Company with board of directors	Registered on May 1, 2006 pursuant to the provision set forth in Article 136 of Act No. 87 of 2005
Matters concerning the company with auditors	Company with auditors	Registered on May 1, 2006 pursuant to the provision set forth in Article 136 of Act No. 87 of 2005
Matters regarding the register records	Transferred on September 27, 2001 as per the provisions of Paragraph 3 of Supplementary Provisions of the Ordinance No. 15 of the Ministry of Justice of 1989	

I hereby certify that this document represents all that have been recorded and have not been closed in the Register.

April 27, 2009



Tetsuro Honda
 Registrar
 Kyoto District Legal Affairs Bureau