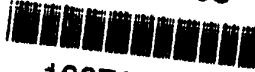


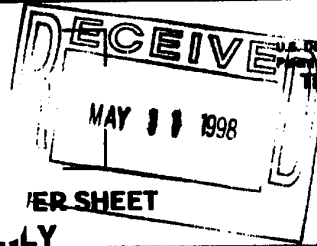
FORM PTO-1618A  
Expires 09/30/98  
ONS 0651-0027

05-26-1998



100719414

TRADEMARKS



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Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # 1691 Frame # 0004

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name TRATTORIA SPAGO

Execution Date  
Month Day Year  
01011998

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name TSL, L.L.C.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 11620 WILSHIRE BOULEVARD

Address (line 2) SUITE 1000

Address (line 3) LOS ANGELES

CALIFORNIA

90025

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other LIMITED LIABILITY COMPANY

Citizenship/State of Incorporation/Organization DELAWARE

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/26/1998 11:00:11 0000002 211254

FOR OFFICE USE ONLY

01 FD-481  
02 FD-482

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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2112560"/>	<input type="text" value="1943273"/>	<input type="text" value="1859923"/>
<input type="text" value="1360686"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

BERNARD R. GANS

Name of Person Signing

*Bernard R Gans*

Signature

*May 4, 1998*

Date Signed

02-27-1998

NOTATION FORM COVER LETTER  
**TRADEMARKS ONLY**



100649842

Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
TRATTORIA SPAGO

2. Name and address of receiving party(ies):  
TSL, L.L.C.  
11820 WILSHIRE BOULEVARD, SUITE 100  
LOS ANGELES, CALIFORNIA 90025

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State CALIFORNIA \_\_\_\_\_  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
Additional name(s) of address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: JANUARY 1, 1998

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

A. Trademark Application No.(s)  
B. Trademark registration No.(s)

2112560  
1943273  
1859923  
1360886

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
BERNARD R. GANS, ESQ.  
Jeffer, Mangels, Butler & Marmaro LLP  
2121 Avenue the Stars, Tenth Floor  
Los Angeles, California 90067-5010

6. Total number of applications and registrations involved: [ 4 ]  
7. Total fee (37 CFR 3.41) ..... \$115.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 10-0440  
(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.  
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

BERNARD R. GANS  
Name of Person Signing

*Bernard R. Gans*  
Signature

Jan. 16, 1998  
Date

Total number of pages conveying cover sheet: [ 3 ]

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TRADEMARK  
REEL: 1729 FRAME: 0783

ASSIGNMENT AGREEMENT

WHEREAS, TRATTORIA SPAGO, a California corporation, having as its business address % Del Amo Dental Group 21605 Hawthorne Boulevard, Torrance, California 90503 ("Assignor"), is the owner of various names, marks and logos, including but not limited to those trademarks, service marks, registrations, and applications for registration identified in Exhibit 1 (collectively, the "Marks"):

WHEREAS, TSL, L.L.C., a Delaware limited liability company, having as its business address 11620 Wilshire Boulevard, Suite 1000, Los Angeles, California 90025 ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby irrevocably sell, assign, transfer and convey to Assignee, and Assignee does hereby accept from Assignor, all of Assignor's right, title and interest in and to the Marks, together with all of Assignor's goodwill associated with the Marks and the right to bring suit for past infringement of the Marks. The foregoing assignment shall be effective as of the date set forth below.

Assignor and its successors and assigns shall execute and deliver to Assignee any further documents or instruments and shall do any and all further acts which may be beneficial to effect the foregoing assignment or the recordation or perfection thereof.

IN WITNESS WHEREOF, the undersigned have executed this Assignment Agreement as of the first day of January, 1998.

TRATTORIA SPAGO

TSL, L.L.C.

By: [Signature]  
Name: Barbara E. Lazaroff  
Title: President

By: [Signature]  
Name: Barbara E. Lazaroff Trustee  
Title: Lazaroff-Puck Family Trust  
dated May 16, 1989 (Manager)

**UNITED STATES TRADEMARKS / SERVICE MARKS**

REGISTERED MARKS	REG. NOS.	REG. DATES
SPAGO	2112560	November 11, 1997
SPAGO	1943273	December 19, 1995
SPAGO	1859923	October 25, 1994
SPAGO (Stylized)	1360686	September 17, 1985
PENDING MARKS	APP. NOS.	FILING DATE
None		

**FOREIGN TRADEMARKS / SERVICE MARKS**

REGISTERED MARKS	COUNTRY	REG. NOS.	REG. DATES
SPAGO	Australia	639194	March 29, 1996
SPAGO	Australia	639195	May 6, 1996
SPAGO	Brazil	817585419	August 13, 1996
SPAGO	Chile	443211	April 12, 1995
SPAGO	France	93/488653	October 20, 1993
SPAGO	Germany	2100490	June 17, 1996
SPAGO	Hong Kong	580/1994	January 31, 1994
SPAGO	Israel	94502	March 1, 1996
SPAGO	Japan	2591616	October 29, 1993
SPAGO	Japan	3154202	May 31, 1996
SPAGO	Mexico	454216	March 11, 1994
SPAGO	Mexico	454037	March 10, 1994
SPAGO	Mexico	454218	March 11, 1994
SPAGO	Mexico	454217	March 11, 1994
SPAGO	Mexico	454038	March 10, 1994
SPAGO	Mexico	462371	June 2, 1994
SPAGO	United Kingdom	1549611	October 5, 1993
PENDING MARKS	COUNTRY	APP. NOS.	FILING DATES
SPAGO	Venezuela	20785/93	November 17, 1993

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EXHIBIT 1

1 of 1

TRADEMARK

RECORDED: 05/11/1998

REEL: 1729 FRAME: 0785