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FORM PTO-1594
(Rev. 6-93)

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07-10-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

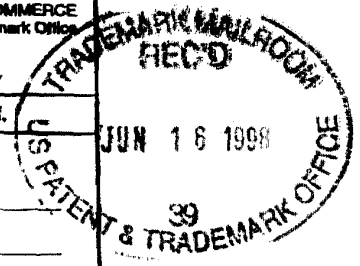
DMB No. 0651-0011 (exp. 4/94)

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al documents or copy thereof.



1. Name of conveying party(ies):

Future Fit Company, L.L.C.

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

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 27, 1998

2. Name and address of receiving party(ies)

Name: Chiquist L.L.C.

Internal Address: Attn: Julie Laux

Street Address: 122C S. County Farm Rd.

City: Wheaton State: IL ZIP: 60187

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

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

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

A. Trademark Application No.(s)

75/087296

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: Patrick C. Keeley

Internal Address: Piccione, Keeley & Associates, Ltd.

Street Address: 122C S. County Farm Rd.

City: Wheaton State: IL ZIP: 60187

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

n/a

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

Julie Laux

Name of Person Signing

Signature

4/8/98

Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT OF TRADEMARK INTEREST

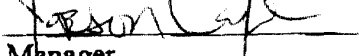
WHEREAS, FUTURE FIT COMPANY, L.L.C., a California Limited Liability Company ("Assignor") whose post office address is 5902 LA Place CT, Ste 230 has filed an application for trademark, using the mark NO GUILT which application number is 75/087296 and which was filed April 12, 1996, (said application is "Trademark Application");


WHEREAS, CHIQUEST, L.L.C. ("Assignee") whose post office address is c/o ELC, Inc., 900 N. Michigan Avenue, Chicago, Illinois, 60611, desires to acquire all of Assignor's interest in the mark NO GUILT, and the Trademark Application and any goodwill symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee all right, title, and interest of Assignor in the mark NO GUILT, the Trademark Application and the goodwill of the business symbolized thereby.

Executed this ____ day of March, 1998.

FUTURE FIT COMPANY, L.L.C.

By: 
Its: Manager

By: 
Its: Manager

TJS:chm32798
J:\CORPLAUX\WILLIAM\FUTUREFIT\ASGNMNO.GLT

"Express Mail" mailing label number: EE182158014US

Date of Deposit: June 16, 1998

Mark: NO GUILT

Serial No.: 75/087,296

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

6/16/98
Date

Kristen D. Poggensee
Kristen D. Poggensee

KATTEN MUCHIN & ZAVIS

IRVINE, CA
LOS ANGELES, CA
NEW YORK, NY
WASHINGTON, D.C.

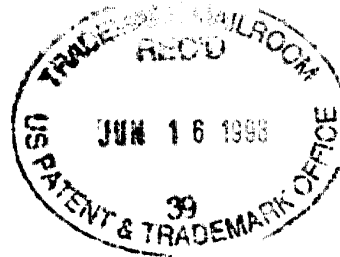
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(312) 902-1061

WRITER'S DIRECT DIAL NUMBER

(312) 902-5623

June 16, 1998



VIA EXPRESS MAIL

Box ASSIGNMENT, FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re: NO GUILT; Serial No. 75/087,296
Assignment from Future Fit Company, L.L.C. to Chiquest L.L.C.

Dear Sir:

Enclosed is an Assignment for the above-referenced trademark application whereunder Future Fit Company, L.L.C., assigns all right, title and interest to the above-referenced mark to Chiquest L.L.C. Additionally, I enclose a check for \$40.00 to cover the filing fee.

Kindly inform us as soon as a reel/frame number has been issued for the assignment. If you have any questions, please feel free to contact me.

Respectfully submitted.

A handwritten signature in cursive script that reads "Kristen".

Kristen D. Poggensee
Legal Assistant

KDP

Enclosures

cc: Floyd A. Mandell, Esq.