

09-25-2000

2 SHEET

Docket No.:



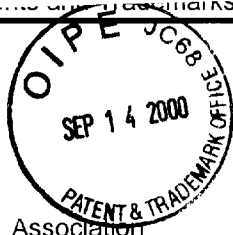
ONLY

9.14.00

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Tab settings

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



1. Name of conveying party(ies):

Bel Air Golf Company

- Individual(s)
- General Partnership
- Corporation-State California
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Bel Air - Players Group, Inc.

Internal Address: _____

Street Address: 12771 Pala Drive

City: Garden Grove State: CA ZIP: 92841

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Nevada
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: 04/11/00

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

A. Trademark Application No.(s)

75/360,848
75/360,847

B. Trademark Registration No.(s)

<u>2,232,317</u>	<u>1,945,933</u>	<u>1,904,538</u>
<u>2,234,290</u>	<u>1,945,922</u>	<u>1,639,829</u>
<u>2,182,208</u>	<u>1,930,093</u>	<u>1,639,828</u>

Additional numbers Yes No

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

Name: AQUILINO, WELSH & FLAXMAN

Internal Address: John L. Welsh

Street Address: 2341 Jefferson Davis Highway, Suite 112

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:.....

14

7. Total fee (37 CFR 3.41):.....\$ \$365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

09/25/2000 DNGUYEN 00000645 75360848

DO NOT USE THIS SPACE

01 FC:481	40.00 OP
02 FC:482	325.00 OP

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.

John L. Welsh

Name of Person Signing

Signature

09/14/00

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002145 FRAME: 0321

SCHEDULE 3(a)

TRADEMARK ASSIGNMENT

WHEREAS, BEL AIR GOLF COMPANY (formerly Bel Air Acquisition Company), a California corporation, of 235 East Gardena Blvd., Gardena, California 90248, is the owner of the below listed registered trademarks, and has adopted, is using and is the Applicant of the below listed pending applications for which he has applied for registrations in the United States Patent and Trademark Office:

<u>MARK</u>	<u>REG. NO.</u>
CLUBS FOR A LIFETIME	2,232,317
ONE CLUB AT A TIME	2,234,290
AIRSOFT	2,182,208
TOUR SPECS	1,945,933
PRO SPECS	1,945,922
SPINWELL	1,930,093
BUCKLER	1,904,538
AIR SOFT I	1,639,829
AIR PRO	1,639,828
BEL AIR	1,549,244
PLAYERS GOLF	1,533,359
PLAYERS	1,465,617

PENDING APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>
HARDBODIES	75/360,848
WHAT'S SO HARD ABOUT GOLF?	75/360,847

and

WHEREAS, BEL AIR - PLAYERS GROUP, INC., a Nevada corporation, whose address is 12771 Pala Drive, Garden Grove, California 92841, is desirous of acquiring said marks and the registrations thereof and/or the portion of the business to which the marks pertain;

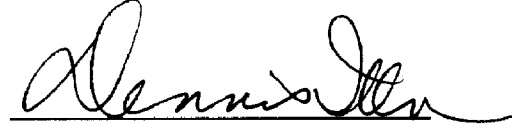
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SCHEDULE 3(a) cont.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said corporation, BEL AIR GOLF COMPANY, does hereby assign, transfer and convey unto the said BEL AIR - PLAYERS GROUP, INC., all right, title and interest in and to the said trademarks, together with the good will of the business symbolized by the trademarks and/or the portion of the business to which the marks pertain, and the registrations thereof.

Dated: 4/11/00

BEL AIR GOLF COMPANY



By: Dennis Iden

Its: President

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