

02-16-2001

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FORM PTC-1595
1-31-92

REC

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TR/



101614270

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

1. Name of conveying party(ies):
 The Wattles Fead Company
 8228 Sunset Boulevard, Suite 210
 West Hollywood, California 90046

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other _____

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

2. Name and address of receiving party(ies):
 Name: TIPS, L.L.C.
 Internal Address: The Wiltern Center
 Street Address: 3870 Wilshire Boulevard, Suite 500
 City: Los Angeles State: CA ZIP: 90010

Individual(s) citizenship _____
 Association _____
 Limited Partnership _____
 Corporation _____
 Other Limited Liability Corporation-California

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

3. Nature of conveyance: 2-5-01

Assignment Merger
 Security Agreement Change of Name
 Other _____


Execution Date: January 31, 2001

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

A. Trademark Application No.(s)
75/486,953

Additional numbers attached? Yes No

B. Trademark No.(s)



02-05-2001
 U.S. Patent & TMO/TM Mail Ropt Dt. #70

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

Name: Lori M. Stockton
 Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard, 7th Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and patents involved: 1

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

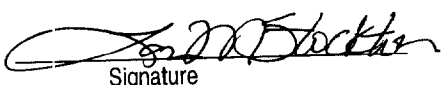
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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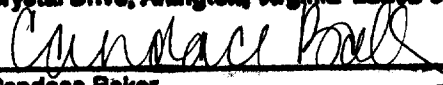
9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lori M. Stockton  February 1, 2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

02/16/2001 ET0N11 00000012 75486953
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I hereby certify that this correspondence is being deposited the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, Crystal Drive, Arlington, Virginia 22202-3513 on 2/2/01

 2/2/01
 Candace Baker Date

TRADEMARK
REEL: 002236 FRAME: 0892

Assignment Nunc Pro Tunc With Goodwill

THIS ASSIGNMENT is made the 31st day of Jan. 2001 between The Wattles Fead Company, a California corporation, (the "Assignor") and TIPS, L.L.C., a limited liability corporation organized under the laws of California (the "Assignee").

WHEREAS, the Assignor is the owner of the trademark TIPS and Application Serial No. 75-486953 for registration of said mark in the United States Patent & Trademark Office (the "Trademark"); and

WHEREAS, the Assignor has agreed to assign the Trademark to the Assignee, and the Assignee hereby accepts said assignment;

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor does hereby assign the Assignee full right to and title in the Trademark together with the goodwill of the business concerned in the goods and services for which the Trademark is registered, and the right to bring actions for all past infringements.

ASSIGNOR
THE WATTLES FEAD COMPANY

By: [Signature]
Name: JOSHUA S. WATTLES
Title: CO-PRINCIPAL

ASSIGNEE
TIPS, L.L.C.

By: [Signature]
Name: KEN MEYER
Title: CHIEF OPERATIONS OFFICER