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COVER SHEET

DEC 24 2002

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RE: TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
BULLDOG GYM
12-24-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other A CALIFORNIA BUSINESS

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

2. Name and address of receiving party(ies)
Name: TIM SCHNEIDER
Internal Address:
Address:
Street Address: 757 EAST ARROW HIGHWAY
City: GLENDORA State: CA Zip: 91740
Individual(s) citizenship: UNITED STATES
 Individual(s) citizenship UNITED STATES
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other

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:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: DECEMBER 16, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,602,763

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: MATTHEW A. NEWBOLES
Internal Address:
STETINA BRUNDA GARRED & BRUCKER
Street Address: 75 ENTERPRISE, SUITE 250
City: ALISO VIEJO State: CA Zip: 92656

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
FOR ANY ADDITIONAL FEE 19-4330

DO NOT USE THIS SPACE

9. Signature:
MATTHEW A. NEWBOLES
Name of Person Signing
Signature
Date: 12/20/02

01/22/2003 DBYRNE 00000154 2602763
40.00

Total number of pages including cover sheet, attachments, and document: 5
documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002654 FRAME: 0135

TRADEMARK ASSIGNMENT

WHEREAS, BULLDOG GYM, a California business, having a principal place of business at 757 East Arrow Highway, Glendora, California 91740 (hereinafter "ASSIGNOR"), has adopted, used, and is using a mark for which a Statement of Use has been accepted by the United States Patent and Trademark Office, assigned Serial No. 76/265,821, filed on June 1, 2001, for the mark CHEMICALLY IMBALANCED in International Class 025-- Wearing Apparel, (hereinafter "mark"); and

WHEREAS, TIM SCHNEIDER, an individual, having a principal place of business at 757 East Arrow Highway, Glendora, California 91740, (hereinafter "ASSIGNEE"), is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto said ASSIGNEE, all right, title, and interest in and to said mark, together with the goodwill of the business symbolized by the mark in the above-identified registration thereof.

IN TESTIMONY WHEREOF, ASSIGNOR hereunto sets its hand and seal this 16TH day of DEC., 2002.

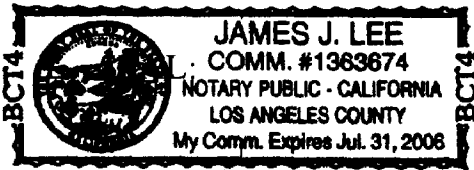
ASSIGNOR: BULLDOG GYM

By: [Signature]
Name: Tim Schneider
Title: Owner

State of California)
) ss:
County of Orange)
 LOS ANGELES

On this 16TH day of DEC, 2002, before me, JAMES J. LEE, a Notary Public in and for the State and County aforesaid, personally appeared TIM SCHNEIDER, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument and acknowledged the same to be his/her/their free act and deed.

[Signature]
Notary Public



TITLE: BULLDOG GYM
SERIAL NUMBER: 76/265,821
FILING DATE: JUNE 1, 2001

CERTIFICATE OF MAILING



I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to:

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Assistant Commissioner of Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

on the date indicated below:

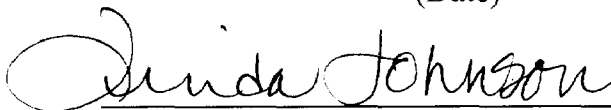


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on the date indicated below:

on DECEMBER 20, 2002
(Date)



Signature

LINDA JOHNSON
Typed or printed name of person signing Certificate

Note: Each paper must have its own certificate of mailing, or this certificate must identify each submitted paper.

1. TRADEMARK RECORDATION COVER SHEET;
2. ASSIGNMENT (1 PAGE);
3. CHECK FOR \$40.00 FILING FEE;
4. CERTIFICATE OF MAILING; AND
5. RETURN POSTCARD.