

RE



TO THE ASSISTANT COMMISSIONER OF PATENTS &

102442373

Original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Masterplan, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

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

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

Name: AllHealth  
Internal Address: Suite 1300  
Street Address: 515 South Figueroa Street  
City: Los Angeles State: CA ZIP: 90071

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- 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) and address(es) attached?  
 Yes  No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) October 30, 2002

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):  
1,975,261

Additional numbers attached?  Yes  No

OFFICE OF PUBLIC RECORDS  
2003 MAY -6 PM 1:41  
FINANCE SECTION

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

Name: Lori Lee Yamato  
KNOBBE, MARTENS, OLSON & BEAR, LLP  
Customer No. 20,995  
Internal Address: Fourteenth Floor  
Street Address: 2040 Main Street  
City: Irvine State: CA ZIP: 92614  
Attorney's Docket No.: ALHEALTH.001T

7. Total fee (37 CFR 1.21(h)): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

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 Lee Yamato  
Name of Person Signing

*Lori Lee Yamato*  
Signature

May 2, 2003  
Date

Total number of pages including cover sheet, attachments and document: -4-

Mail documents to be recorded with required cover sheet information to:

05/07/2003 DBYRNE 00000213 1975261  
01 FC:8521 40.00 DP

U.S. Patent and Trademark Office  
Attn: Assignment Division  
Crystal Gateway-4  
1213 Jefferson Davis Highway, Suite 320  
Arlington, VA 22202

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041402

**TRADEMARK ASSIGNMENT**

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 30 day of October, 2002 by and between Masterplan Inc., a Delaware corporation having a place of business at 21540 Plummer Street, Chatsworth, CA 91311-4103, (hereinafter referred to as "ASSIGNOR"), and All Health, a California corporation having a place of business at 515 S. Figueroa Suite 1300, Los Angeles, CA 90071-3322, (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademark listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the federal trademark registration relating to the Trademark listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registration");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark and Registration worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and Registrations worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademark(s) set forth in Schedule A;
- (2) the Registration(s) set forth in Schedule B; and

together with the goodwill symbolized by said Trademark(s), Registration(s), concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Chatsworth, this 30<sup>th</sup> day of October, 2002.

Masterplan Inc.

a Delaware corporation having a place of business at 21540 Plummer Street, Chatsworth, CA 91311-4103

By: Carmie Blankens

Executed at Chatsworth, this 30<sup>th</sup> day of October, 2002.

All Health

a California corporation having a place of business at 515 S. Figueroa, Suite 1300, Los Angeles, CA 90071-3322

By: John McArthur

STATE OF ) California  
          ) ss.  
COUNTY OF ) Los Angeles

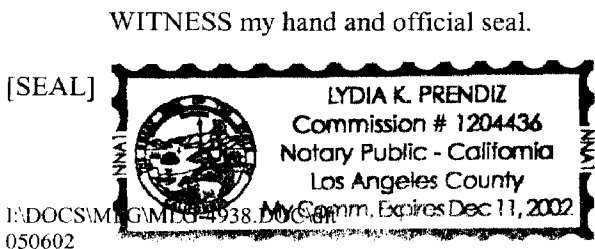
On Oct. 30, 2002, before me, Lydia K. Prendiz, personally appeared Masterplan Inc. personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity(ies), and that by his/her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Lydia K. Prendiz  
Signature

STATE OF ) California  
          ) ss.  
COUNTY OF ) Los Angeles

On Oct. 30, 2002, before me, Lydia K. Prendiz, personally appeared All Health 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 executed the same in his/her authorized capacity(ies), and that by his/her signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Lydia K. Prendiz  
Signature

**SCHEDULES TO TRADEMARK ASSIGNMENT**

**SCHEDULE A**

Mark: CHECKPOINT

**SCHEDULE B**

Federal Trademark Registration(s):

| <u>MARK</u> | <u>REG. NO.</u> | <u>REG. DATE</u> | <u>INTL. CLASS</u> |
|-------------|-----------------|------------------|--------------------|
| CHECKPOINT  | 1,975,261       | May 21, 1996     | 42                 |