

Recordation Form Cover Sheet

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

1. Name of conveying party(ies):

DIMENSION ONE SPAS, INC.

Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State: California
Other

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

WATKINS MANUFACTURING CORPORATION
1280 Park Center Drive
Vista, California 92083

Individual(s) citizenship:
Association:
General Partnership:
Limited Partnership:
[X] Corporation-State: California
Other:

3. Nature of conveyance:

[X] Assignment Merger
Security Agreement Change of Name
Other:

Execution Date: December 8, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes [X] No
Designations must be a separate document from Assignment
Additional name(s) & address(es) attached?
Yes [X] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,409,926

Additional numbers attached? Yes [X] No

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

6. Total number of applications and registrations involved: one (1)

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

Enclosed
[X] Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

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.

Tracy L. Zawaski
Name

[Signature]
Signature

December 18, 2003
Date

Total number of pages comprising cover sheet 3

CERTIFICATE OF TRANSMISSION

I hereby certify that this correspondence is being facsimile transmitted to the United States Patent and Trademark Office on the date shown below.

Date: December 18, 2003

[Signature]
Terri A. McCain

ASSIGNMENT

WHEREAS, Dimension One Spas, Inc., a California corporation, at 2611 Business Park Drive, Vista, California 92081 ("Assignor") is owner of the entire right title and interest in U.S. Trademark Registration No. 2,409,926 for the mark WARM SPRINGS SPAS, dated December 8, 2000; and any and all rights and privileges provided under the trademark and other laws of the United States, the individual states thereof and jurisdictions foreign thereto with respect to the foregoing; the GOODWILL associated with the mark WARM SPRINGS SPAS; and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof (collectively, the "Trademark Rights").

WHEREAS, Watkins Manufacturing Corporation, a California corporation, at 1280 Park Center Drive, Vista, California 92083 ("Assignee") wishes to acquire and Assignor wishes to transfer to Assignee the Trademark Rights:

NOW, THEREFORE, for good, valuable and legally sufficient consideration, receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor DOES HEREBY assign and transfer to Assignee all right, title and interest in and to the Trademark Rights.

Assignor shall, without further consideration, execute any additional documents and take such further action as may be requested to vest in Assignee good, valid and marketable title to the Trademark Rights.

This Assignment and all terms hereof shall be binding upon and enure to the benefit of the parties and their respective heirs, personal and legal representatives, successors and assigns.

DIMENSION ONE SPAS, INC.

Dated: 12.08.03

By: [Signature]
Name Linda Hallam
Title COB

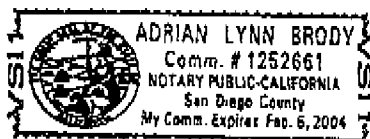
[Notarized required]

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State of California }
County of San Diego } ss.

On December 8, 2003 before me, Adrian Lynn Brody, Notary Public, personally appeared Linda Hallam personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



[Signature]
Adrian Lynn Brody