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Are attached original documents or copy thereof

To the Honorable Commissioner of

1. Name of conveying party(ies):

Clark Manufacturing, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 3, 1998

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

Name: Sundance Spas, Inc.

Internal Address:

Street Address: 22324 Temescal Canyon Road

City: Corona State: CA ZIP: 91719

- Individual(s) citizenship
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,715,456

1,717,885

Additional numbers attached? Yes No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102
2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

12/20/1999 JSHAGAZ: 00000189 1715456

DO NOT USE THIS SPACE

01 FC:AA1
02 SP:AA2

AC:AA
FC:AA

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.

Kathryn Jennison Shultz
Name of Person Signing

December 16, 1999

Date

Total number of pages comprising cover sheet:

1

TRADEMARK ASSIGNMENT

WHEREAS, Clark Manufacturing, Inc., a California corporation ("CMI"), has adopted and used each trademark that is set forth on Exhibit A (the "Marks"), attached hereto and incorporated herein:

WHEREAS, CMI has adopted and used the name "Sundance Spas" as its trade name (the "Trade Name"); and

WHEREAS, Sundance Spas, Inc., a California corporation ("Buyer") wishes to acquire the Trade Name and the Marks, the goodwill associated with the Trade Name and the Marks, and any registrations of the Marks:

NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which is hereby acknowledged, CMI does hereby grant and assign to Buyer all right, title and interest in the Trade Name and to each of the Marks, any registration of the Marks with the U.S. Patent and Trademark Office or any state or foreign governmental agency, including, without limitation, those registrations and the pending application listed on Exhibit A, together with that part of the goodwill of the business connected with the use of and symbolized by the Trade Name and each such Mark and the right to sue and recover damages and profits for past infringements.

CMI agrees to cooperate with Buyer or any successor or assignee thereof by executing and delivering any documents that may be necessary to protect, preserve or perfect Buyer's rights in the Trade Name and the Marks. This Trademark Assignment shall inure to the benefit of and be binding upon CMI and Buyer and their respective successors and assigns. This Trademark Assignment shall be governed by the laws of the State of California.


Dated: June 3, 1998

CLARK MANUFACTURING, INC.

By:


Roland J. Clark, Chief Executive Officer

By:


Calvin Bartlett, Vice President

**TRADEMARK
REEL: 002000 FRAME: 0873**

Exhibit A

<u>Mark</u>	<u>Goods</u>	<u>U.S. Patent and Trademark Office Registration Number</u>
SUNDANCE	Spas	1.715.456
SUNZONE	Ozone water purification units	1.717.885

		<u>California Registration Number</u>
SUNZONE (in stylized letters)	Ozone water purification systems	95.801
SUNDANCE (in stylized letters)	Spas	95.674

	<u>Overseas Registration Number</u>
SUNDANCE	92/26609 (France)
SUNDANCE	219734 (New Zealand)
SUNDANCE	399.245 (Switzerland)
SUNDANCE	A582149 (Australia)
SUNDANCE	Pending Application (Japan)

RECORDED: 12/16/1999

TRADEMARK
REEL: 002000 FRAME: 0874