

04-30-2003

Form PTO-1594
(Rev. 6/93)
OMB No. 0651-0011 (exp. 4/94)

REC



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

102434080

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 4-28-03
HEALTHMASTER, INC.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Michigan)
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: HEALTHMASTER HOLDINGS, LLC
Internal Address: _____
Street Address: 2655 Oakley Park Road, Suite 201
City: Walled Lake State: MI ZIP: 48390

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Michigan Limited Liability Company

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: January 31, 2003

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)

 Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,021,571
2,151,957
2,312,658

 Additional numbers attached? Yes No


5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mark A. Cantor, Esq.
Internal Address: Brooks & Kushman P.C.

 Street Address: 1000 Town Center
22nd Floor
City: Southfield State: MI Zip: 48075

6. Total number of applications and registrations involved: 3
 7. Total fee (37 CFR 3.41) \$ 90.00
 Enclosed
 Authorized to be charged to Deposit Account
 8. Deposit Account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mark A. Cantor  April 22, 2003
 Name of Person Signing Signature Date

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

04/29/2003 EC000EP 00000090 2021571

01 FC:0521
02 FC:0522

40.00 OP
50.00 OP

Mail documents to be recorded with required cover sheet information to:
Director of the United States Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002721 FRAME: 0560

**ASSIGNMENT
OF TRADEMARK REGISTRATION**

WHEREAS, Healthmaster, Inc, a Michigan corporation (“Assignor”) with an address of 2655 Oakley Park Road, Suite 201, Walled Lake, Michigan 48390, has adopted, used and is using the marks referenced in **Schedule A** attached hereto, which are registered in the United States Patent & Trademark Office or the Canadian Intellectual Property Office.

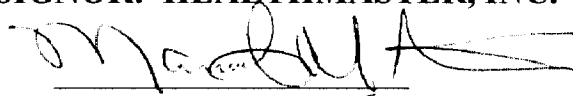
WHEREAS, Healthmaster Holdings, LLC, a Michigan limited liability company (“Assignee”) with an address of 2655 Oakley Park Road, Suite 201, Walled Lake Michigan 48390, is desirous of acquiring said marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the said marks and the registrations thereof in the United States, Canada and throughout the world, together with that part of the goodwill of the business connected with the use of and symbolized by the mark, and the above-identified registration thereof, along with the right to sue and recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor’s rights, title and interest in and to the said mark in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

ASSIGNOR: HEALTHMASTER, INC.

Date: January 31, 2003

By: 
Name: Matthew M. Smith
Title: Authorized Officer