

10-21-1998

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

PAUL SWARTZ

Individual(s)

General Partnership

Corporation-State

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: 10/6/98

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

Name: SMARTWATER, LLC.

Internal Address: c/o Paramount Games

Street Address: P.O. Box 428, 30 Mill Street

City: Wheatland State: PA ZIP: 16161

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other Nevada Limited Liability Company

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)

75/265, 235

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Phil Anderson, Esq.

Internal Address: Suite 500 North

Street Address: 3773 Howard Hughes Parkway

City: Las Vegas State: NV ZIP: 89109

6. Total number of applications and registrations involved: 1

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

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.

Philip J. Anderson

Name of Person Signing

Signature

10/14/98

Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

10/20/1998 DMSUYEN 00000323 75265235

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

Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

TRADEMARK
REEL: 1801 FRAME: 0969

COMMUNICATIONS SECTION
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TRADEMARK ASSIGNMENT

WHEREAS, Paul Swartz, with an address of 30 Mill St., Box 428, Wheatland, PA 16161 (Assignor) owns an Intent-To-Use application for the Mark and the Mark identified below:

U.S. Trademark Application Serial No.: 75/265,235
Filed: 27 March 1997
Mark: SMARTWATER

WHEREAS, Smartwater, LLC, a Nevada Limited Liability Company , (Assignee), with an address of c/o Paramount Games. P.O. Box 428, 30 Mill Street, Wheatland, PA 16161, is the successor-in-interest to Assignor and on ongoing and existing business with regard to the business pertaining to the mark and desires to acquire and exclusively own the above-identified U.S. trademark application and related mark;

NOW THEREFORE, for good and valuable consideration, Assignor assigns and transfers to Assignee, all right, title and interest in and to the above-identified application together with all the good will of the business symbolized by the Mark.

The Commissioner of Patents and Trademarks is requested to record this Assignment in the files of the U.S. Patent and Trademark Office and provide a file stamped copy to the attorneys of record identified as follows:

Philip J. Anderson, Esq.
QUIRK & TRATOS
Suite 500 North, 3773 Howard Hughes Parkway
Las Vegas, NV 89109
Tel No.: (702) 792-3773

Dated this 6 day of October, 1998.



Paul Swartz
(Assignor)