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TO THE ASSISTANT COMMISSIONER OF PATENT

and original documents or copy thereof.

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

DONALD R. SMITH

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

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

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

Name: KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- 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: Security Interest

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **June 4, 2001**

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
2,317,311

Additional numbers attached? Yes No

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

Name: Gordon H. Olson
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: DONSMTH.003TD1

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

Gordon H. Olson
Name of Person Signing

Signature

6/15/01
Date

Total number of pages including cover sheet, attachments and document: 2

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

6/21/2001 6TOM11 00000007 2317311

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40.00 00

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

TRADEMARK
REEL: 002316 FRAME: 0398

0115960728



FINANCING STATEMENT - FOLLOW INSTRUCTIONS CAREFULLY

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL # OF CONTACT AT FILER (optional) Cristina Diaz 949-863-5781	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address) Knobbe, Martens, Olson & Bear, LLP Attn: Cristina Diaz 620 Newport Center Drive, 16th Floor Newport Beach CA 92660	

**FILED
SACRAMENTO, CA
JUN 04, 2001 AT 0800
BILL JONES
SECRETARY OF STATE**

D. OPTIONAL DESIGNATION (if applicable): LESSOR/LESSEE CONSIGNOR/CONSIGNEE NON-UCC FILING

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME

OR

1b. INDIVIDUAL'S LAST NAME Smith	FIRST NAME Donald	MIDDLE NAME R.	SUFFIX
1c. MAILING ADDRESS 12455 Oak Knoll Road #2A	CITY Poway	STATE CA	COUNTRY US
1d. S.S. OR TAX I.D.#	1e. TYPE OF ENTITY OPTIONAL ADD'NL INFO RE ENTITY/DEBTOR	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME

OR

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	COUNTRY
2d. S.S. OR TAX I.D.#	2e. TYPE OF ENTITY OPTIONAL ADD'NL INFO RE ENTITY/DEBTOR	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

3. SECURED PARTY'S (ORIGINAL S/P OR ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME

OR

3b. INDIVIDUAL'S LAST NAME Knobbe, Martens, Olson & Bear, LLP	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 620 Newport Center Drive 16th Floor	CITY Newport Beach	STATE CA	COUNTRY US
		POSTAL CODE 92660	

4. This FINANCING STATEMENT covers the following types or items of property:

Patent Pending: 09/005177 Filed 1/9/98 Massage Therapy Device and Method
Trademark Registered: 2317311 Reg. 2/8/00 ORTHOTRAX

5. CHECK <input checked="" type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the (if applicable) debtor's location was changed to this state, or (b) in accordance with other statutory provisions [additional data may be required]	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S) <i>Margaret J. Jones</i> ATTORNEY IN FACT	8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]
	9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2

ACKNOWLEDGEMENT COPY

NATIONAL FINANCING STATEMENT (FORM UCC1) (TRANS)

WOLCOTTS FORM UCCNAT01

RECORDED: 06/20/2001

REEL: 002316 FRAME: 0399