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10-24-2001



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TO THE ASSISTANT COMMISSIONER OF PATENT

101884210

d original documents or copy thereof.

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

GO2THERACES.COM, LLC

- Individual
- Association
- General Partnership
- Limited Liability Company - State: MA
- Corporation - State
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: GO2 SYSTEMS, INC.

Internal Address: 18400 Von Karman Avenue, 9th Floor
City: Irvine State: CA ZIP: 92612

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) August 10, 2001

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

a. Trademark Application No:
78/001,524

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: Diane M. Reed
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.: LEEHANK.160T

7. Total fee (37 CFR 1.21(h)): \$40

- 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 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.

Diane M. Reed
Name of Person Signing

Signature

10/10/01
Date

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

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

10/23/2001 LMUELLER 00000212 78001524

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40.00 DP

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

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TRADEMARK
REEL: 002388 FRAME: 0242

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of July 31, 2001, by and between GO2THERACES.COM LLC, a Massachusetts limited liability company ("ASSIGNOR"), and GO2 SYSTEMS, INC., a Delaware corporation ("ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, the trademark GO2THERACES (the "Trademark");

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR filed Trademark Application Serial No. 78/001,524 for the Trademark (the "Application");

WHEREAS, ASSIGNEE desires to acquire all rights, title, and interest in and to the Trademark and Application worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and Application worldwide;

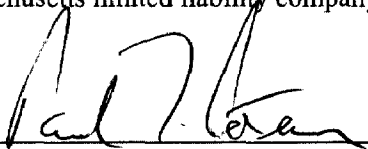
NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademark GO2THERACES together with and all other rights appurtenant thereto, including, but not limited to, all common law rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark"); and
- (2) the Application for the Trademark;

together with the goodwill symbolized by said Trademark and Application, owned or used anywhere in the world by ASSIGNOR or any of its licensees concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed this 10th day of August, 2001.

GO2THERACES.COM LLC
a Massachusetts limited liability company

By: 

Executed this 17th day of August, 2001.

GO2 SYSTEMS, INC.
a Delaware corporation

By: 