

11-20-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): X M International 402 West 5050 North Provo, UT 84604 11-18-02 [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other Limited Liability Company Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Western Holdings, L.L.C. Internal Address: Street Address: 1210 S Walnut City: Casper State: WY Zip: 82610 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other Limited Liability Company If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [x] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 11/8/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78048150 B. Trademark Registration No.(s) Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kathy Lee Internal Address: Kristen Jones 5742 West Harold Gatty Dr Salt Lake City, UT 84116 Street Address: 1210 S Walnut City: Casper State: WY Zip: 82601

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41).....\$ 40.00 [x] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Dennis W. Gay Name of Person Signing Signature Date 11/08/2002 Total number of pages including cover sheet, attachments, and document: 3

11/19/2002 LUMPELLER 00000268 78048150 01 FC:0521 40.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002620 FRAME: 0037

TRADEMARK DEED OF ASSIGNMENT

This Assignment is made by X M International, LLC, a Utah Limited Liability company having a business address at 5742 West Harold Gatty Dr, Salt Lake City, Utah 84116 (hereinafter referred to as "Assignor"), to Western Holdings, LLC, a Wyoming limited liability company having a principal place of business at 1210 South Walnut, Casper, Wyoming 82601(hereinafter referred to as "Assignee").

WHEREAS, Assignor owns all right, title, and interest in and to the mark "Aprinol" and its corresponding U.S. Trademark Application (hereinafter the "mark"), which was applied for in the United States patent and Trademark Office on 02/13/2001 as serial No. 78048150.


WHEREAS, Assignee desires to obtain from Assignor all right, title and interest in and to the mark and the application therefore;

NOW, THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration paid to the Assignor by the Assignee, the receipt and sufficiency of which are hereby acknowledged, Assignor forever assigns, transfers and sets over to Assignee all right, title and interest in and to the mark and the aforesaid application, together with the goodwill of the business symbolized by and associated with the mark and the right to recover damages, profits and all other remedies for past infringement thereof.

The Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks, and such officials in foreign countries as are duly authorized by their laws to register service marks and trademarks, to issue any and all certificates of registration of the mark to the Assignee as the owner of the entire interest therein, for the sole use and benefit of the said Assignee, its successors, assigns and legal representatives.

IN WITNESS WHEREOF, the Assignor has caused the hand of its duly authorized representative to be subscribed hereto. This Assignment and Agreement shall be binding upon the Assignor and its heirs, successors, assigns and legal representatives.

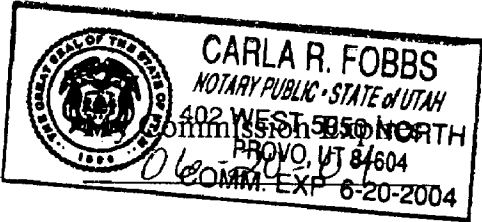
X M International, LLC

By:   
Dennis W. Gay  
Managing Member

STATE OF UTAH            )  
  : ss.  
COUNTY OF UTAH        )

On Nov. 8<sup>th</sup>, 2002, before me personally appeared Dennis W. Gay, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument he executed the instrument.

Carla R. Fobbs  
NOTARY PUBLIC  
Residing at Salt Lake County



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