

01-15-2003



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

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):

GlobeXplorer, Inc. 1-13-03

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Other

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

3. Nature of conveyance:

- [X] Assignment Merger Security Agreement Change of Name Other

Execution Date: December 10, 2002

2. Name and address of receiving party(ies)

Name: Globexplorer LLC

Internal Address:

Street Address: 3021 Citrus Circle, Suite 150

City: Walnut Creek State: CA Zip: 94598

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State

[X] Other limited liability company of California

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) 78/107,745 78/107,748

B. Trademark Registration No.(s) 2,622,870 2,601,127, 2,528,754, 2,641,758

Additional number(s) attached Yes No

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

Name: Lile H. Deinard

Internal Address:

Street Address: 250 Park Avenue

City: New York State: NY Zip: 10177

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 165.00

- [X] Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Lile H. Deinard Name of Person Signing

Lile H. Deinard Signature

1-06-03 Date

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

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

01/14/2003 GTOM11 00000050 78107745

01 FC:8521 02 FC:8522

40.00 DP 125.00 DP

TRADEMARK REEL: 002649 FRAME: 0164

**ASSIGNMENT OF U.S. TRADEMARKS  
AND ACCOMPANYING GOODWILL**

THIS ASSIGNMENT is made by and between GlobeXplorer, Inc., a corporation organized and existing under the laws of the State of Delaware having a principal place of business at 3021 Citrus Circle, Suite 150, Walnut Creek, California, 94598 (hereinafter "Assignor"), and GlobeXplorer LLC, a limited liability company organized and existing under the laws of the State of California having a principal place of business at 3021 Citrus Circle, Suite 150, Walnut Creek, California, 94598 (hereinafter "Assignee"); and


WHEREAS Assignor owns all right title and interest in and to the United States trademarks listed on the attached Schedule "A" and has registered or has applied to register the trademarks in the United States Patent and Trademark Office (hereinafter the "Trademarks");

WHEREAS, Assignee desires to acquire from Assignor the Trademarks, the goodwill associated therewith, and the business and assets to which the Trademarks pertain;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and in furtherance of an Asset Purchase Agreement executed as of even date between the parties, Assignor does hereby assign, sell and transfer to Assignee all of Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith, reserving no rights unto itself.


GlobeXplorer, Inc.

Dated: 12/10/02

By:   
Name: Greg Thornton  
Title: V.P. CFO

GlobeXplorer LLC

Dated: 10 Dec 2002

By:   
Name: DONALD A. O'NEILL  
Title: manager

MMB: 7871-012:267853:1

NOTARIAL ACKNOWLEDGEMENT

STATE OF CALIFORNIA )

COUNTY OF Contra Costa

On this 10th day of December 2002, before me personally came [signatory Greg Thornton to me known, who, being by me duly sworn, did depose and say that he/she is the <sup>1</sup> CFO of GlobeXplorer, Inc. , a corporation, organized and existing under the laws of the State of Delaware, which executed the foregoing Assignment and that he/she signed his/her name thereto pursuant to the authority granted by said entity.



Katy Dugger  
Notary Public

[SEAL]

NOTARIAL ACKNOWLEDGEMENT

STATE OF CALIFORNIA )

COUNTY OF Contra Costa

On this 10th day of December 2002, before me personally came [signatory Donald A. O'Neil to me known, who, being by me duly sworn, did depose and say that he/she is the <sup>2</sup> Manager of GlobeXplorer LLC, a limited liability company, organized and existing under the laws of the State of California, which executed the foregoing Assignment and that he/she signed his/her name thereto pursuant to the authority granted by said entity.



Katy Dugger  
Notary Public

[SEAL]

<sup>1</sup> Title  
MMB: 7871-012:267854:1

