

07-22-2003

Form PTO-159-4
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



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

Tab settings ⇌ ⇌ ⇌ ▼

102504424 ▼ ▼ ▼

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

1. Name of conveying party(ies):

Xplores LLC

7.17.03

- Individual(s)
- General Partnership
- Corporation-State Florida
- 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: _____

2. Name and address of receiving party(ies)

Name: Xtools, LLC

Internal

Address: _____

Street Address: 6960 Professional Pkwy E

City: Sarasota State: FL Zip: 34240

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 78/137285

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Charles J. Prescott, P.A.

Internal Address: _____

Street Address: 2033 Wood Street

Suite 115

City: Sarasota State: FL Zip: 34237

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: _____

DO NOT USE THIS SPACE

9. Signature.

Charles J. Prescott

Name of Person Signing

Charles Prescott
Signature

7.15.03
Date

2

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

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

07/21/2003 LINDLER 00000205 78137285

01 FC:0321

40.00 OP

TRADEMARK
REEL: 002783 FRAME: 0378

ASSIGNMENT

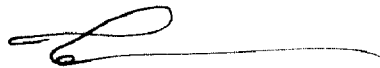
THIS ASSIGNMENT made this 14th day of July, 2003, by Xplores LLC, a Florida limited liability corporation, (hereinafter called "Assignor") to Xtools, LLC, a Florida limited liability corporation, having an address of 6960 Professional Parkway East, Suite 200, Sarasota, Florida 34223 (hereinafter called "Assignee").

WHEREAS on June 20, 2002, Assignor filed for registration on the Principal Register of the United States Patent and Trademark Office, for the mark GRIP-n-WEIGH, Application Serial No. 78/137285.

WHEREAS, Assignee is desirous of acquiring all the right, title and interest in and to said trademark and said registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all of its right, title and interest in and to said trademark, together with the goodwill of the business symbolized by said trademark, and the above-identified registration therefor.

XPLORES, LLC



Robert S. Kramer, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of July 2003 by Robert S. Kramer, who is personally known to me ~~or who provided~~ the following identification _____



Signature of Notary Public
Print, Type or Stamp Name
My commission expires:



Melba Adams Mulder
MY COMMISSION # DD035493 EXPIRES
July 9, 2005
BONDED THRU TROY FAIR INSURANCE, INC.