

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

1. Name of conveying party(ies):
Smarthealth Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Corporation of Canada

Additional names(s) of conveying party(ies) Yes No

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

Name: SmartTalk, Inc.

Internal Address: 650 East 4500 South

Street Address: 650 East 4500 South

City: Salt Lake City State: UT ZIP: 84107

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 13, 2004

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

2,319,701

Yes No

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

Name: Dale E. Hulse

Internal Address: Kirton & McConkie
60 East South Temple, Suite 1800

Street Address: Kirton & McConkie
60 East South Temple, Suite 1800

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and registrations involved:..... 1

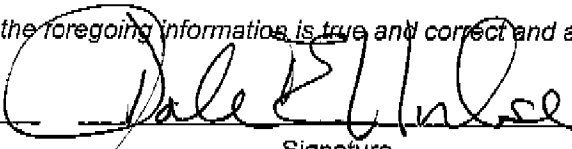
7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500843

DO NOT USE THIS SPACE

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.

Dale E. Hulse  August 31, 2004
 Name of Person Signing Signature Date

CH \$40.00 500843 2319701

ASSIGNMENT

WHEREAS, Smarthealth Inc., a Canadian corporation having a place of business at 300-330 St. Mary Avenue, Winnipeg, Manitoba, Canada R3C 3Z5 (hereinafter referred to as "Assignor"), has adopted and used, and is the owner of certain rights in and to the trademark "SMARTHEALTH" (hereinafter referred to as the "mark"), which was registered in the United States Patent and Trademark Office as Registration No. 2,319,701 on February 15, 2000; and

WHEREAS, SmartTalk, Inc., a Delaware corporation having a place of business at 650 East 4500 South, Salt Lake City, Utah 84107 (hereinafter referred to as "Assignee"), is desirous of acquiring Assignor's entire right, title, and interest in and to the mark and the aforesaid registration thereof;

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, THE ASSIGNOR HEREBY ASSIGNS TO THE ASSIGNEE Assignor's entire right, title, and interest in and to the mark and the above-identified registration thereof, together with the goodwill of the business symbolized by and associated with the mark.

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 trademarks, to issue any and all certificates of registration of the mark to the Assignee as the owner of the entire interest, for the sole use and benefit of the said Assignee, its successors, assigns and legal representatives.

This Assignment and Agreement shall be binding upon the Assignor's heirs, successors, assigns, and legal representatives.

SMARTHEALTH INC.

Richard Austin
By: RICHARD AUSTIN
Title: DIRECTOR

ONTARIO SAS
PROVINCE OF MANITOBA)

: ss.

TORONTO SAS
CITY OF ~~WINNIPEG~~)

On the 13th day of August, 2003⁴, before me personally appeared Richard Austin (name), Director (title) of said Canadian corporation, known to me to be the person described and who signed the foregoing Assignment in my presence and acknowledged under oath before me that he has read the same and knows the contents thereof and that he executed the same as his free act and deed and for the purposes set forth therein.

Steph A. Spink
NOTARY PUBLIC
Residing at Toronto, Ontario

My Commission Expires:
