

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Betanix Coatings, Inc.		04/20/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	X2, Inc.
Street Address:	9601 Wishire Boulevard, Suite 620
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	78438076	MOLDWASH
Serial Number:	78438077	WHOLE HOUSE SYSTEM
Serial Number:	78438078	BETANIX

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-760-0404
 Email: efilings@kmob.com
 Correspondent Name: Danielle Klausner
 Address Line 1: 2040 Main Street
 Address Line 2: Fourteenth floor
 Address Line 4: Irvine, CALIFORNIA 92614

NAME OF SUBMITTER:	Danielle Klausner
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Signature:	/Danielle Klausner/
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CH \$90.00 78438076

Date:

05/12/2005

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of this 20th day of April, 2005, by and between Betanix Coatings, Inc., a California corporation having a principal place of business at 9601 Wilshire Boulevard, Suite 620, Beverly Hills, California 90210 (hereinafter "ASSIGNOR"), on the one hand, and X2, Inc., a Delaware corporation having a place of business at 9601 Wilshire Boulevard, Suite 620, Beverly Hills, California 90210 (hereinafter "ASSIGNEE"), on the other hand.

WHEREAS, ASSIGNOR is, to the best of its knowledge and belief, the owner of the trademarks listed in Schedule A, attached hereto and incorporated herein by this reference, and any and all other rights appurtenant thereto, including, but not limited to, any and all common law rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks");

WHEREAS, ASSIGNOR, since at least as early as January 31, 1999, has adopted and continuously used the mark BETANIX in the United States; since at least as early as November 30, 2000, has adopted and continuously used the mark MOLDWASH in the United States; and since at least as early as January 31, 1999, has adopted and continuously used the mark WHOLE HOUSE SYSTEM in the United States;

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

WHEREAS, ASSIGNOR is the owner of U.S. Trademark Application No. 78/438,078 for the mark BETANIX, U.S. Trademark Application No. 78/438,076 for the mark MOLDWASH and U.S. Trademark Application No. 78/438,077 for the mark WHOLE HOUSE SYSTEM, and Canadian Trade-mark Application No. 1242245 for the mark BETANIX, and Taiwanese Application No. 093059346, as listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Applications");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademarks and Applications; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and the Applications.

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 Trademarks set forth in Schedule A, the Applications set forth in Schedule B, and any and all other rights appurtenant thereto, including, but not limited to, any and all common law rights, causes of action, and the right to recover for past infringement, together with the goodwill symbolized by said Trademarks, Applications, concurrent with the transfer of certain tangible assets as indicia of said goodwill.

ASSIGNOR agrees to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest the aforesaid rights and causes of action more effectively in ASSIGNEE or to protect the same, or to enforce any claim or right of any kind with respect thereto.

Executed at Beverly Hills, California, this 20th day of April, 2005.

BETANIX COATINGS, INC.,
a California corporation having a place of business at 9601 Wilshire Boulevard, Suite 620, Beverly Hills, CA 90210

By: [Signature]
Eric Von Knipe
Its: President & CEO

and

X2, INC.,
a Delaware corporation having a place of business at 9601 Wilshire Boulevard, Suite 620, Beverly Hills, CA 90210

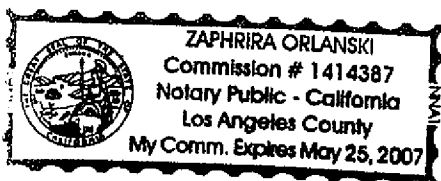
By: [Signature]
Eric Von Knipe
Its: President & CEO

STATE OF California
) ss.
COUNTY OF Los Angeles

On April 20, 2005, before me, ZAPHAIRA ORLANSKI, personally appeared Eric Von Knipe personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument, and acknowledged to me that HE executed the same in HIS authorized capacity(ies), and that by HIS signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Zaphira Orlandski
Signature ZAPHAIRA ORLANSKI

SCHEDULE A TO TRADEMARK ASSIGNMENT

Trademarks:

1. BETANIX
2. COOPER100
3. IN WITH THE NEW, OUT WITH THE MOLD
4. M-O-L-D, THE OTHER FOUR LETTER WORD
5. MOLDWASH
6. MOLDWIPES
7. PAINT THAT COVERS YOUR ASSETS
8. REMEMBER THE MOLDEN DAYS
9. SAFELIVING
10. SPRAY IT DON'T SAY IT
11. WHOLE HOUSE SYSTEM

SCHEDULE B TO TRADEMARK ASSIGNMENT

U.S. Federal Trademark Applications:

<u>MARK</u>	<u>APP. NO.</u>	<u>FILING DATE</u>	<u>INTL. CLASS(ES)</u>
BETANIX	78/438,078	June 18, 2004	2, 3, 37
MOLDWASH	78/438,076	June 18, 2004	3, 37
WHOLE HOUSE SYSTEM	78/438,077	June 18, 2004	37

Foreign Trademark Applications:

<u>MARK</u>	<u>APP. NO.</u>	<u>FILING DATE</u>	<u>INTL. CLASS(ES)</u>	<u>COUNTRY</u>
BETANIX	1242245	December 20, 2004	2, 3, 37	Canada
BETANIX	093059346	December 20, 2004	2, 3, 37	Taiwan

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[DXK-4574]
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