

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Asset Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IIR Communispond, Inc.		09/01/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Omega Performance Corporation		
Street Address:	3 Harbor Dr.		
City:	Sausalito		
State/Country:	CALIFORNIA		
Postal Code:	94965		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2289054	FIFTEEN MINUTES OF PREDICTABILITY	
Registration Number:	2298088	PERFORMANCE PATHWAY	
Registration Number:	2397816	MAXIMIZING INVESTMENT SALES	
CORRESPONDENCE DATA			
Fax Number:	(312)827-8185		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	trademarks@bellboyd.com		
Correspondent Name:	Kathryn Starshak		
Address Line 1:	P.O. Box 1135		
Address Line 4:	Chicago, ILLINOIS 60690-1135		
ATTORNEY DOCKET NUMBER:	116033-		
NAME OF SUBMITTER:	Kathryn Starshak		
Signature:	/kathryn starshak/		

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TRADEMARK
REEL: 003172 FRAME: 0863

Date:

10/10/2005

Total Attachments: 4

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ASSET PURCHASE AGREEMENT

ASSET PURCHASE AGREEMENT, dated as of September 1, 2002, by and between IIR Communispond, Inc., a Delaware corporation ("Seller") and Omega Performance Corporation, a California corporation ("Buyer"). All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Original Purchase Agreement (defined below).

WITNESSETH:

WHEREAS, Seller purchased certain assets and assumed certain liabilities of FTR, Inc., an Illinois corporation ("FTR") pursuant to that certain Asset Purchase Agreement dated May 15, 2002 by and among FTR, Seller, and certain other parties thereto (the "Original Purchase Agreement");

WHEREAS, Seller now desires to sell to Buyer, and Buyer desires to purchase from Seller, all of the assets purchased by Seller pursuant to the Original Purchase Agreement, and to assume all of the liabilities assumed by Seller pursuant to the Original Purchase Agreement, together with any other assets or liabilities acquired or assumed from FTR since the date of the Original Purchase Agreement and the transactions contemplated therein;

WHEREAS, Seller desires to assign to Buyer, and Buyer desires to be the assignee of, all other such rights and obligations that Seller acquired or assumed pursuant to the Original Purchase Agreement;

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties hereby agree as follows:

ARTICLE I Purchase and Sale

1.1 **Sale of Assets** . On the Closing Date (as defined herein), Seller shall sell, assign, transfer, convey and deliver to Buyer, and Buyer shall purchase, acquire and accept from Seller, all right, title and interest of Seller in and to all of the assets, rights and properties that are owned or leased by Seller that it purchased, acquired and accepted from FTR pursuant to the Original Purchase Agreement, together with any other assets, rights, and properties acquired from FTR since the date of the Original Purchase Agreement.

1.2 **Assumption of Liabilities** . On the Closing Date, Buyer shall not be liable for and is not assuming any liabilities of Seller whatsoever, other than the liabilities Seller assumed pursuant to the Original Purchase Agreement, together with any liabilities assumed from FTR since the date of the Original Purchase Agreement (the "Assumed Liabilities").

REDACTED


REDACTED

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.


BUYER:

OMEGA PERFORMANCE CORP.

By: 
Name: JUAN F GUTIERREZ
Title: PRESIDENT

SELLER:

IIR COMMUNISPOND, INC.

By: 
Name: KRIS A. KINKADEE
Title: SECRETARY