

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Ocean Minded, Inc.

- Individual(s)
- General Partnership
- Corporation- State: California
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 14, 2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Ocean Minded, LLC

Internal _____

Address: _____

Street Address: 5 Jenner Street, Suite 100

City: Irvine

State: California

Country: United States

Zip: _____

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other ltd. liability co. Citizenship 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

1,861,059

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kit M. Stetina, Esq.

Internal Address: STETINA BRUNDA ET AL.

Street Address: 75 Enterprise, Suite 250

City: Aliso Viejo

State: California

Zip: 92656

Phone Number: (949) 855-1246

Fax Number: (949) 855-6371

Email Address: kstetina@stetina-law.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(8) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 19-4330

Authorized User Name Kit M. Stetina

9. Signature:



Signature

Kit M. Stetina

Name of Person Signing

9/22/05
Date

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 194330 1861059

ASSIGNMENT OF TRADEMARKS AND INTERNET DOMAIN NAME

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made as of May 2, 2005, by Ocean Minded, Inc., a California corporation, formerly known as Ocean Minded Sandals, Inc. ("Assignor"), in favor of Ocean Minded, LLC, a California limited liability company ("Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby mutually agree as follows:

1. Assignment of Trademarks. Assignor hereby assigns, transfers, sets over and delivers to Assignee, free and clear of all liens, encumbrances, security interests, charges and adverse claims except those liens, encumbrances, security interests, charges and adverse claims held by OM South Investment, LLC and Innovate Partners, Inc. on the date hereof, Assignor's entire right, title, interest, privileges, powers and benefits, for the United States and all foreign countries, in and to any and all trademarks, service marks, logos and, other marks, and any application therefor, along with the right to recover for damages and profits for any infringements thereof, including without limitation the trademarks and service marks listed on the attached Annex A (collectively, the "Marks"), which assignment is made in connection with Assignee's acquisition of Assignor's business, and all goodwill associated therewith.

2. Assignment of Domain Name. Assignor hereby assigns, transfers, sets over and delivers to Assignee all of Assignor's right, title, interest, privileges, powers and benefits in, to and under the domain name "www.oceanminded.com," free and clear of all liens, encumbrances, security interests, charges and adverse claims.

3. Acknowledgement of Expanded Mark. It is acknowledged that Assignee filed an application to expand the trademark listed on Annex A on October 14, 2004, Serial Number 78499677, and such expanded trademark, to the extent not previously assigned to Assignee, is hereby assigned.

4. No Prior Assignments. Assignor hereby represents and warrants to, and covenants with, Assignee that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by Assignor, and that full right to convey the same as herein expressed is possessed by Assignor.

5. Further Actions. Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all of Assignor's rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary or desirable by Assignee, to the extent such evidence is in the possession or control of Assignor.

**ANNEX A
TO
ASSIGNMENT OF TRADEMARKS**

List of Trademarks

1. OCEAN MINDED (U.S. Registration No. 228012, Registered September 28, 1999)
2. TRAC-TOP (U.S. Registration No. 1,861,059, issued November 1, 1994)