

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HEREUARE COMMUNICATIONS, INC.		08/31/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	PEOPLENET INTERNATIONAL CORPORATION
Street Address:	5201 Great America Parkway
Internal Address:	Suite 446
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95054
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2554162	HEREUARE

**CORRESPONDENCE DATA**

Fax Number: (408)286-8932  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 408 286 8933  
 Email: tm\_docket@iplg.com  
 Correspondent Name: Otto O. Lee  
 Address Line 1: 12th South First Street  
 Address Line 2: 12th Floor  
 Address Line 4: San Jose, CALIFORNIA 95113

ATTORNEY DOCKET NUMBER:	VANBEN.HEREUR.TM7
NAME OF SUBMITTER:	Shinae Kim-Helms

OP \$40.00 2554162

Signature:

/Shinae Kim-Helms/

Date:

03/06/2007

**Total Attachments: 5**

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the registration of: <b>HEREUARE COMMUNICATIONS, INC.</b>	<b>COVER SHEET PURSUANT TO TMEP §503.03(b)(2)</b>
Registration Number: 2554162	
Registration: March 26, 2002	
For: HEREUARE	

**COVER SHEET FOR MERGER DOCUMENT  
EVIDENCING CHANGE IN TITLE OF OWNERSHIP**

WHEREAS, HEREUARE COMMUNICATIONS INC., a Delaware corporation, having its principal place of business at 5201 Great America Parkway, Suite 446, Santa Clara, CA 95054, owns the registered mark HEREUARE (hereinafter the "Mark") as evidenced by Registration No. 2554162 (hereinafter the "Registration") in the United States Patent and Trademark Office in International Class 038;

WHEREAS, PEOPLET INTERNATIONAL CORPORATION, a Delaware corporation, having its principal place of business at 5201 Great America Parkway Suite 446, Santa Clara, CA 95054, merged with HEREUARE COMMUNICATIONS, INC. pursuant to the attached merger agreement excerpt signed on August 31, 2006;

WHEREAS, PEOPLET INTERNATIONAL CORPORATION by way of the aforesaid merger has obtained all rights, title, interest, and obligations in, and to, the Mark in the territory of the United States of America, together with the good will of the business symbolized by the Mark, and the above-identified U.S. Federal Registration of the Mark;

NOW, THEREFORE, the Commissioner of Patents and Trademarks is requested to assign the Registration of the Mark to PEOPLET INTERNATIONAL CORPORATION.

Correspondence regarding this request to:  
Shinae Kim-Helms  
Attorney of record  
Intellectual Property Law Group, LLP  
12<sup>th</sup> South First Street, 12<sup>th</sup> Floor  
San Jose, CA 95113  
Tel: (408) 286-8933  
Fax: (408) 286-8932  
IPLG File No.: VANBEN.HEREUR.TM7

Dated: March 6, 2007

By /Shinae Kim-Helms/

Name (Printed) Shinae Kim-Helms

Title: Attorney of record

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report:  
(Date of earliest event reported)

**August 25, 2006**

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**PEOPLET INTERNATIONAL CORPORATION**  
(Exact Name of Registrant as specified in its Charter)

**000-33033**

(Commission File Number)

**02-0575232**

(I.R.S. Employer Identification Number)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**5201 Great America Parkway, Suite 239**

**Santa Clara, California 95054**

(Address of Principal Executive Offices and Zip Code)

**(408) 988-1888**

(Registrant's Telephone Number, including Area Code)

**N/A**

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13

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Item 1.01 Entry into a Material Definitive Agreement.

On August 25, 2006, the Registrant entered into an Agreement and Plan of Merger (the "Merger Agreement") with hereUare Communications, Inc. a privately-held Delaware corporation ("hereUare"), and HUA Merger Sub, Inc., a newly-formed California corporation and wholly owned subsidiary of Registrant ("Merger Sub"). Pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into hereUare, with hereUare surviving as a wholly owned subsidiary of Registrant (the "Merger"). At the effective time of the Merger, each of the 16,005,500 currently outstanding shares of hereUare common stock will be exchanged for one share of Registrant's common stock, and all of the currently outstanding 200,000 warrants to purchase shares of hereUare common stock will expire upon completion of the Merger. As Registrant as of August 25, 2006, had outstanding 17,422,749 common shares, Registrant's stockholders after the Merger will own approximately 52.12% of the outstanding common shares of Registrant

and hereUare shareholders will own approximately 47.88% of the outstanding common shares of Registrant.

Benedict Van, Registrant's Chairman of the Board and CEO, and a member of Registrant's board of directors, is the CEO and sole director of hereUare. Mr. Van and his affiliated company own approximately 55.6% of the outstanding hereUare common stock and will therefore received 55.6% of Registrant's stock being issued in connection with the Merger. Mr. Van and his affiliated companies own approximately 47.3% of the outstanding capital stock of Registrant and, after the Merger, Mr. Van and his affiliated companies would own approximately 51.3% of the outstanding stock of the resulting company. In addition, Anthony K. Chan, a director of Registrant and its CFO, is the CFO of hereUare. Mr. Chan owns no stock in hereUare. James McCargo, a director of PeopleNet, owns 200,000 hereUare warrants which will expire upon completion of the merger. David Brewer, a director of PeopleNet, owns 125,000 hereUare common shares.

The Merger is subject to several conditions, including the approval of the transaction by hereUare shareholders and other customary closing conditions. In these regards, holders of a majority of the outstanding common stock of hereUare have already voted in favor of the Merger. If the Merger has not closed by September 30, 2006, then either Registrant or hereUare may terminate the Merger Agreement. The Merger is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended, and has been unanimously approved by the boards of directors of Registrant and hereUare. hereUare shareholders who do not vote in favor of the Merger will have dissenters rights.

The Merger Agreement contains representations, warranties and covenants of both Registrant and hereUare. The representations and warranties terminate upon the closing of the Merger and there is no provision for indemnification by hereUare shareholders of the Registrant. The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed by the contracting parties, including being qualified by disclosures exchanged between the parties in connection with the execution of the Merger

Agreement. The representations and warranties may have been made for the purposes of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries under the Merger Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or conditions of Registrant or hereUare or any of their respective subsidiaries.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Merger Agreement attached hereto as Exhibit 10.9 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits .

(d) Exhibits

Exhibit

Number      Description

10.9          Agreement and Plan of Merger dated August 25, 2006  
by and among the Registrant, hereUare Communications, Inc., and  
HUA Merger Sub, Inc., a newly-formed California corporation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PeopleNet International Corporation**

(Registrant)

By: /s/ Benedict Van

Benedict Van, Chairman & CEO

Date: August 31, 2006