

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	09/05/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Xdrive Technologies, Inc.		07/02/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Carolwood Acquisition, Inc.
Street Address:	1630 Stewart Street, #140
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2417139	SKIP THE DOWNLOAD
Registration Number:	2668108	XDRIVE ENTERPRISE
Registration Number:	2638612	XDRIVE TECHNOLOGIES
Registration Number:	2638303	XDRIVE
Registration Number:	2687788	YOUR FREE INTERNET HARD DRIVE
Registration Number:	2497531	XDRIVE

**CORRESPONDENCE DATA**

Fax Number: (202)857-6395  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 202-857-6000  
 Email: bush.douglas@arentfox.com  
 Correspondent Name: Douglas R. Bush  
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 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

CH \$165.00 2417139

ATTORNEY DOCKET NUMBER:	019428.00786
NAME OF SUBMITTER:	Douglas R. Bush
Signature:	/D.R. Bush/
Date:	07/02/2007
Total Attachments: 2 source=assignment to carolwood#page1.tif source=assignment to carolwood#page2.tif	

**ASSIGNMENT**

WHEREAS, XDrive Technologies, Inc., (“Assignor”), a Delaware corporation with an address of 1601 Cloverfield Blvd., #1000, Santa Monica, California 90404, has adopted and used in its business the marks listed on **Exhibit A** (the “Marks”);

WHEREAS, Carolwood Acquisition, Inc. (“Assignee”), a Delaware corporation with an address of 1630 Stewart Street, #140, Santa Monica, California 90404, acquired all right, title and interest in and to the Marks, and the registrations and applications thereof, together with the goodwill of the business associated with the Marks, nunc pro tunc as of September 5, 2002;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks, and the registrations and applications thereof, together with the goodwill of the business symbolized by the Marks, nunc pro tunc as of September 5, 2002.

XDRIVE TECHNOLOGIES, INC.

By Brett Z. O'Brien

Name: Brett O'Brien

Title: CEO

Date: 7/2/2007

**EXHIBIT A**

**REGISTRATIONS**

Mark	Registration No.	Registration Date	Serial No.
SKIP THE DOWNLOAD	2417139	January 2, 2001	75/752485
XDRIVE ENTERPRISE and design	2668108	October 8, 2002	76/221004
XDRIVE TECHNOLOGIES and design	2638612	October 22, 2002	76/220874
XDRIVE and design	2638303	October 22, 2002	76/119757
YOUR FREE INTERNET HARD DRIVE	2687788	February 18, 2003	75/929439
XDRIVE	2497531	October 16, 2001	75/716310