

Form PTO-1594  
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Earth Products Inc.,  
a Calif. corp.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: Dec. 7, 2007

2. Name and address of receiving party(ies)  
 Name: Gray/Murray Partnership  
 Internal Address: Suite 1804  
 Address: \_\_\_\_\_  
 Street Address: 41 Lockhart Rd.  
 City: Wanchai State: Hong Kong Zip: \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership Hong Kong  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other \_\_\_\_\_

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)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 78809032

B. Trademark Registration No.(s) \_\_\_\_\_  
2094048

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: William E. Maguire  
 Internal Address: \_\_\_\_\_  
Suite 400

Street Address: 11500 W. Olympic Blvd.  
 City: L.A. State: CA Zip: 90064

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 50-0606

9. Signature.

DO NOT USE THIS SPACE

William E. Maguire W.E. Maguire  
 Name of Person Signing              Signature  
Atty of Record for Assignee

12/26/07  
 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

CH \$65.00 500606 78809032

# EXHIBIT A

## ASSIGNMENT (U.S.A. Registration)

WHEREAS, EARTH PRODUCTS INC., a California corporation, located at 5830 El Camino Real, Carlsbad, CA 92008 (hereinafter "Earth Products"), is the owner of the following trademark now registered in the United States Patent and Trademark Office:

RHYTHM; U.S. Trademark Reg. No. 2094048; Reg. Date, Sept. 9, 1997.

WHEREAS, Peter Grey and Robert Murray, both individuals and New Zealand and Australian citizens, respectively, and collectively a partnership (hereinafter, "Grey/Murray"), located at Suite 1804, 41 Lockhart Rd., Wanchai, Hong Kong, is desirous of acquiring said registered trademark.

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged Earth Products hereby assigns to Grey/Murray all right, title and interest in the United States in and to said trademark together with the goodwill of the business symbolized by said trademark and registration thereof.

Signed at Carlsbad, California, this 7<sup>th</sup> day of December, 2007.

Assignor (Earth Products, Inc., a Calif. Corp.)

By: 

Jeff Larsen, Vice President, Earth Products, Inc.

Print name and title

## EXHIBIT B

### TRADEMARK ASSIGNMENT (U.S.A. "ITU" APPLICATION):

Whereas EARTH PRODUCTS INC., a California corporation, located at 5830 El Camino Real, Carlsbad, CA 92008 (hereinafter "Earth Products") has intended to use the mark, RHYTHM, in interstate commerce and has filed an application with the United States Patent and Trademark Office on February 7, 2006 based on its bona fide intent to use such mark in commerce, which application has been given Serial No. 78809032, but has not yet filed an allegation of use of the mark under Section 1 (c) or 1(d) of the Trademark Act, and

Whereas Peter Grey and Robert Murray, both individuals and New Zealand and Australian citizens, respectively, and collectively a partnership (hereinafter, "Grey/Murray"), located at Suite 1804, 41 Lockhart Rd., Wanchai, Hong Kong, is acquiring a portion of the business thereof to which the mark pertains as required by 15 USC §1060,

Now therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Earth Products does hereby assign to Grey/Murray the mark in the above identified application as a portion of the business to which the mark pertains as required by 15 USC §1060.

Dated: December 7<sup>th</sup>, 2007

ASSIGNOR (Earth Products, Inc., a Calif. Corp.)

  
signature.

Jeff Larsen, Vice President, Earth Products, Inc.

\_\_\_\_\_  
print name and title