

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	09/25/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Chevron IP Inc.		09/25/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rare Earth Acquisitions LLC
Street Address:	1400 Sixteenth Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80202
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78919809	XSORBX
Serial Number:	77005700	XSORBX PURE SOLUTIONS
Serial Number:	77005710	XSORBX PURE SOLUTIONS
Serial Number:	77005684	XSORBX PURE SOLUTIONS

CORRESPONDENCE DATA

Fax Number: (303)893-1379
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-892-7353
 Email: pantea.garroussi@dgsllaw.com
 Correspondent Name: Pantea Garroussi, Davis Graham & Stubbs
 Address Line 1: 1550 17th Street, Suite 500
 Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER: 131958-0001

CH \$115.00 78919809

NAME OF SUBMITTER:	Pantea Garroussi
Signature:	/Pantea Garroussi/
Date:	10/16/2008
Total Attachments: 6 source=chevronTM#page1.tif source=chevronTM#page2.tif source=chevronTM#page3.tif source=chevronTM#page4.tif source=chevronTM#page5.tif source=chevronTM#page6.tif	

ASSIGNMENT OF TRADEMARK RIGHTS

Chevron IP Inc., a corporation duly organized under and pursuant to the laws of Delaware (herein referred to as "ASSIGNOR"), has adopted and owns the entire right, title and interest in the United States in the trademarks and the U.S. trademark applications therefore, U.S. Trademark Applications Serial Numbers 78/919809, 77/005700, 77/005710 and 77/005684 (herein after referred to as the "Trademarks"), as set forth on the attached schedule.

WHEREAS, Rare Earth Acquisitions LLC, a limited liability company duly organized under and pursuant to the laws of Delaware (herein referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title, and interest in and to the Trademarks, all goodwill associated with the Trademarks, and the right to sue for prior infringements of the Trademarks including the right to recover and retain damages, including provisional or other royalties;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, effective as of September 30, 2008, ASSIGNOR hereby conveys, transfers and assigns to ASSIGNEE its successors, legal representatives, and assigns, and ASSIGNEE accepts, i) all right, title and interest in and to the Trademarks, including U.S. Trademark Applications Serial Numbers 78/919809, 77/005700, 77/005710 and 77/005684 together with the goodwill of the business symbolized by the Trademarks and the portion of the business to which the Trademarks pertain, and ii) the right to sue for prior infringements of the Trademarks including the right to recover and retain damages, including provisional or other royalties, the same to be held and enjoyed by ASSIGNEE, for its own use and behalf and the use and behalf of its successors, legal representatives and assigns;

ASSIGNOR hereby covenants and warrants to ASSIGNEE, its successors, legal representatives, and assigns, that, to the best of ASSIGNOR's knowledge, at the time of execution and delivery of this Assignment, ASSIGNOR is the sole and lawful owner of the entire right, title, and interest in and to the Trademarks free and clear of any liens or encumbrances, and that ASSIGNOR has good and full right and lawful authority to sell and convey the same in the manner herein set forth; and

At ASSIGNEE's request and at ASSIGNEE's sole cost and expense, ASSIGNOR, its successors, legal representatives and assigns agrees to sign all papers and documents reasonably required to perfect and record the assignment contemplated herein.

[SIGNATURES ON FOLLOWING PAGE]

Date: SEPTEMBER 25, 2008

By: Allen H. Uzzell

Name:
Title:
Company: Chevron IP Inc.

Date: _____

By: _____

Name:
Title:
Company: Rare Earth Acquisitions LLC

[SIGNATURE PAGE TO ASSIGNMENT OF TRADEMARK RIGHTS (CHEVRON IP INC.)]

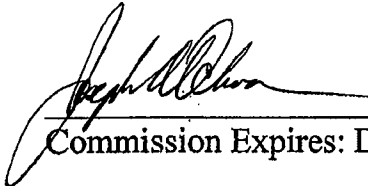
TRADEMARK
REEL: 003871 FRAME: 0861

State of California)
) ss
County of Contra Costa)

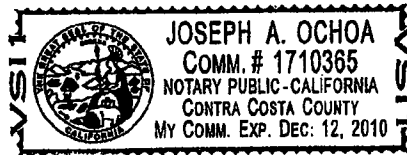
On September 25, 2008, before me, **Joseph A. Ochoa**, a Notary Public, personally appeared, Allen H. Uzzell, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the within instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Commission Expires: December 12, 2010



Date: _____

By: _____

Name:

Title:

Company: Chevron IP Inc.

Date: Sept 30, 2008

By:  _____

Name: ROSS R. BHAPPU

Title: CEO

Company: Rare Earth Acquisitions LLC

[SIGNATURE PAGE TO ASSIGNMENT OF TRADEMARK RIGHTS (CHEVRON IP INC.)]

TRADEMARK
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ACKNOWLEDGEMENT

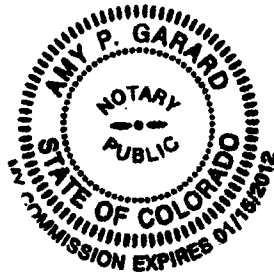
State of: Colorado

County of: Denver

The preceding Assignment was acknowledged before me this 21st day of September
2008 by ROSS R BRAPP

Amy P. Garard
Notary Public

My Commission Expires:
January 15, 2012



Attachment 1 - Schedule of Trademarks

Country	Trademark and Goods	Serial No.	Status	App Date	Registration Date	Registration No.
United States	XSORBX - GOODS: PORTABLE WATER FILTRATION DEVICES	78919809	Pending	29-June-06	N/A	N/A
United States	XSORBX PURE SOLUTIONS & DESIGN - GOODS: PORTABLE WATER FILTRATION DEVICES	77005700	Pending	22-Sep-06	N/A	N/A
United States	XSORBX PURE SOLUTIONS - MARK TO BE USED IN ASSOCIATION WITH PORTABLE WATER FILTRATION DEVICES AND MUNICIPAL AND RESIDENTIAL WATER FILTRATION SERVICES	77005710	Pending	22-Sep-06	N/A	N/A
United States	XSORBX PURE SOLUTIONS - MARK TO BE USED IN ASSOCIATION WITH PORTABLE WATER FILTRATION DEVICES AND MUNICIPAL AND RESIDENTIAL WATER FILTRATION SERVICES	77005684	Pending	22-Sep-06	N/A	N/A