

**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 Intellectual Property LLC |          | 09/25/2008     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                 |                                     |
|-----------------|-------------------------------------|
| Name:           | Rare Earth Acquisitions LLC         |
| Street Address: | 1400 16th Street, Suite 200         |
| City:           | Denver                              |
| State/Country:  | COLORADO                            |
| Postal Code:    | 80202                               |
| Entity Type:    | LIMITED LIABILITY COMPANY: DELAWARE |

**PROPERTY NUMBERS Total: 2**

| Property Type  | Number   | Word Mark             |
|----------------|----------|-----------------------|
| Serial Number: | 77560664 | XSORBX                |
| Serial Number: | 77560661 | 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      |
| NAME OF SUBMITTER:      | Pantea Garroussi |

**CH \$65.00 77560664**

|   |                    |
|---|--------------------|
| Signature:  | /Pantea Garroussi/ |
| Date:   | 10/16/2008         |
| <b>Total Attachments: 6</b><br>source=chevronLLCTM#page1.tif<br>source=chevronLLCTM#page2.tif<br>source=chevronLLCTM#page3.tif<br>source=chevronLLCTM#page4.tif<br>source=chevronLLCTM#page5.tif<br>source=chevronLLCTM#page6.tif |                    |

## ASSIGNMENT OF TRADEMARK RIGHTS

Chevron Intellectual Property LLC, a limited liability company 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, namely U.S. Trademark Applications Serial Numbers 77/560664 and 77560661 (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 77/560664 and 77560661 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: Adrian D. Vogel

Name:

Title:

Company: Chevron Intellectual Property LLC

Date: \_\_\_\_\_

By: \_\_\_\_\_

Name:

Title:

Company: Rare Earth Acquisitions LLC

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

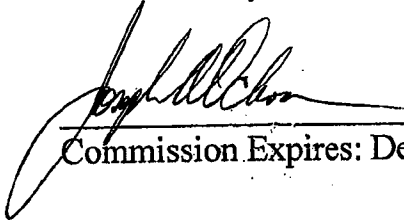
TRADEMARK  
REEL: 003871 FRAME: 0875

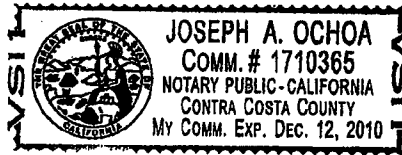
State of California )  
 ) ss  
County of Contra Costa )

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 Intellectual Property LLC

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 LLC)]

TRADEMARK  
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**ACKNOWLEDGEMENT**

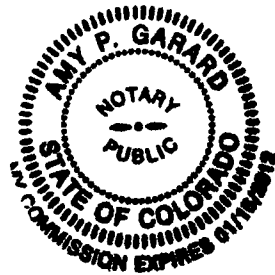
State of: Colorado

County of: DENVER

The preceding Assignment was acknowledged before me this 21<sup>st</sup> day of September  
2008 by ROSS R BHAPPA

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 on Date | Registration No. |
|---------------|--|------------|---------|-----------|----------------------|------------------|
| United States | XSORBX - GOODS: POWERED COMPOUND USED FOR WATER FILTRATION                         | 77560664   | Pending | 02-Sep-08 | N/A                  | N/A              |
| United States | XSORBX PURE SOLUTIONS & DESIGN - GOODS: POWERED COMPOUND USED FOR WATER FILTRATION | 77560661   | Pending | 02-Sep-08 | N/A                  | N/A              |

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Attachment 1 - 1