

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

US Patent & Patent Applications

Application No.	App. Filing Date	Title of Invention
12/546581	8/24/2009	EXERCISE DEVICE INTEGRALLY INCORPORATING DIGITAL CAPABILITIES FOR MUSIC, LIGHT, VIDEO AND STILL IMAGERY, HEART RATE MEASUREMENT AND CALORIC CONSUMPTION

US Trademark & Trademark Applications

Reg. No.	Reg. Date	Trademark Name
3752813	2/23/2010	SMART BELLS
3861300	10/12/2010	SMART BELLS
2099494	9/23/1997	THINKFTT
2569309	5/14/2002	ICED CHI

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional) Michell T Do (949) 760-0404					DOCUMENT NUMBER: 32858750002 FILING NUMBER: 12-7310022058 FILING DATE: 04/23/2012 12:41 IMAGE GENERATED ELECTRONICALLY FOR WEB FILING THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY				
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14th Floor Irvine, CA 92614 USA									
1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names									
OR 1a. ORGANIZATION'S NAME Rootsweep Investments Holding Corporation DBA Thinkfit Enterprises									
OR 1b. INDIVIDUAL'S LAST NAME			FIRST NAME			MIDDLE NAME		SUFFIX	
1c. MAILING ADDRESS 303 Convention Way, Unit 3				CITY Redwood City		STATE CA	POSTAL CODE 94063	COUNTRY USA	
1d. SEE INSTRUCTIONS		ADD'L DEBTOR INFO		1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION CA	1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE			
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names									
OR 2a. ORGANIZATION'S NAME Thinkfit, LLC									
OR 2b. INDIVIDUAL'S LAST NAME			FIRST NAME			MIDDLE NAME		SUFFIX	
2c. MAILING ADDRESS 303 Convention Way, Unit 3				CITY Redwood City		STATE CA	POSTAL CODE 94063	COUNTRY USA	
2d. SEE INSTRUCTIONS		ADD'L DEBTOR INFO		2e. TYPE OF ORGANIZATION LLC	2f. JURISDICTION OF ORGANIZATION CA	2g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE			
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)									
OR 3a. ORGANIZATION'S NAME Knobbe, Martens, Olson Bear, LLP									
OR 3b. INDIVIDUAL'S LAST NAME			FIRST NAME			MIDDLE NAME		SUFFIX	
3c. MAILING ADDRESS 2040 Main St., 14th Floor				CITY Irvine		STATE CA	POSTAL CODE 92614	COUNTRY USA	
4. This FINANCING STATEMENT covers the following collateral: See Attachment(s)									
5. ALT DESIGNATION: <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING									
<input type="checkbox"/> 6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]					7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2				
8. OPTIONAL FILER REFERENCE DATA FTSWP - UCCI									

FILING OFFICE COPY

TRADEMARK
REEL: 004840 FRAME: 0826

All of debtor's intellectual property that is or has ever been the subject of secured party's representation and all files and records relating thereto, any recoveries from litigation involving such intellectual property, including, without limitation, any judgments, amounts paid in settlement, insurance proceeds and any awards of attorneys' fees and costs, and any other proceeds of such intellectual property, including, but not limited to, the property described below.

Non US Trademark & Trademark Applications

Reg. No.	Reg. Date	Country	Trademark Name
6690747	2/22/2008	EU	THINKFIT

Case No.	Trademark Name:	Application No.	Filing Date:	Reg Date:	Reg No:
FTSWP.003T	SMART BELLS	77/407696	2/27/2008	2/23/2010	3752813
FTSWP.004T	SMARTBELLS	77/407710	2/27/2008	10/12/2010	3861300
FTSWP.005T	THINKFIT	75/188608	10/28/1996	9/23/1997	2099494