

08-03-2000



Form PTO-1594
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U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94)

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying party(ies):

Psychologix, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation-State
- Other Arizona

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

2. Name and address of receiving party(ies):

: Thomas H. Crook, III, Ph.D.

Internal Address: _____

Street Address: 28589 Brick Row Drive

City: Oxford State: MD ZIP: 21654

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 28, 2000

Individual(s) citizenship United States

- Association _____
- General Partnership _____
- 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 trademark number(s):

A. Trademark Application No.(s)

75/729,648 75/704,046
75/704,047 75/281,266

B. Trademark Registration No.(s)

2,267,619 2,336,430 1,959,412 2,251,797
2,065,915 2,049,969 2,196,432

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John A. Bacon

Internal Address: Baker & McKenzie

One Prudential Plaza

Suite 3500

Street Address: 130 East Randolph Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41):\$ 290.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-0400

DO NOT USE THIS SPACE

08/03/2000 NGUYEN 00000003 020400 75729648

01 FC:481 40.00 CH
02 FC:482 250.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John A. Bacon

Name of Person Signing

John A. Bacon
Signature

June 30, 2000
Date

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

TRADEMARK
REEL: 002114 FRAME: 0514

DEED OF ASSIGNMENT

WHEREAS, Psychologix, Inc. ("Psychologix"), a corporation organized and existing under the laws of the State of Arizona, with an address of 8777 N. Gainey Center Drive, Scottsdale, Arizona 85258, has used and is the owner of the trademarks set forth in the attached Schedule "A", which are registered or applied for in the United States Patent and Trademark Office as set forth in the Schedule "A";

WHEREAS, Thomas H. Crook, III, Ph.D. ("Thomas Crook") an individual residing at 28589 Brick Row Drive, Oxford, Maryland, 21654, is desirous of acquiring the trademarks identified in the attached Schedule "A" and the registrations and applications thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Psychologix does hereby assign unto the said Thomas Crook all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks and the above-identified registrations and applications thereof, and all causes of action, rights of recovery and claims for damages and other relief.

PSYCHOLOGIX, INC.

By: _____
Name: Thomas Crook
Title: President

Executed this 28 day of June, 2000.

Sworn and subscribed before me this
28 day of June, 2000.

[Signature]
Notary Public
Expires 3/03/01

SCHEDULE "A"

<u>Trademark</u>	<u>Reg. No./Appln. No.</u>	<u>Class</u>	<u>Expiration Date</u>
BRAIN CRUNCHES	75/729,648	5	N/A
BRAIN DROPS	2,267,619	5	August 3, 2009
CRAMJUICE	2,065,915	5	May 27, 2007
FITMIND	75/704,047	5,9,42	N/A
MEMOMETER	2,336,430	9	March 28, 2010
MEMREGAIN	2,049,969	5	April 1, 2007
PSYCHOLOGIX	75/704,046	5,9,42	N/A
PSYCHOLOGIX & Design	1,959,412	42	February 27, 2006
QUICK SMART	2,196,432	5	October 13, 2008
SMART BAR	75/281,266	5	N/A
SMART TARTS	2,251,797	5	June 8, 2009

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