

10-23-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. 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): XOX Corporation MRD 10-17-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Geo Smith Consulting Group, LLC Internal Address: 10125 Cross town W Circle, Suite 215 Street Address: Eden Prairie State: MN Zip: 55344
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other limited liability company
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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 06/27/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75781214 B. Trademark Registration No.(s) 1671602 1984161
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: DAVID P. DYSON Internal Address: Street Address: 8197 SKUNK HOLLOW TRAIL City: Cannon Falls State: MN Zip: 55009

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41): \$ 90.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLIC RECORDS 2002 OCT 17 AM 8:19 FINANCE SECTION

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. DAVID P. DYSON Signature Date 10/10/2002

10/22/2002 DBYRNE 00000118 75781214 40.00 50.00

Total number of pages including cover sheet, attachments, and document: 3
documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2603 FRAME: 0729

ASSIGNMENT OF TRADEMARKS

WHEREAS, XOX Corporation, a Delaware corporation having a principal place of business at 12400 Whitewater Drive, Suite 2040, Minnetonka, MN 55343 has adopted, used and is using in commerce the following marks (the "Trademarks");

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SHAPES	1671602	January 14, 1992
MICROTOPOLOGY	1984161	July 2, 1996

	<u>Serial Number</u>	<u>Filing Date</u>
SHAPES PROSPECTOR	75781214	August 20, 1999

WHEREAS, GeoSmith Consulting Group, LLC, a Minnesota limited liability company having a principal place of business at 10125 Crosstown Circle, Suite 215, Eden Prairie, MN 55344 is desirous of acquiring the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency for which are hereby acknowledged, XOX Corporation, hereby:

1. Assigns to GeoSmith Consulting Group, LLC, all rights, title and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademark(s), that portion of the business with which the Trademarks are used or has a bona fide intent to use, and all rights of recovery for past infringement; and

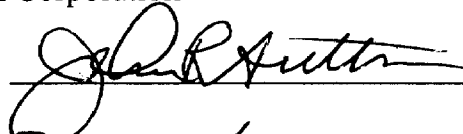
2. Warrants to GeoSmith Consulting Group, LLC that it has the full and unencumbered right to sell and assign the Trademarks to GeoSmith Consulting Group, LLC, and has not executed and will not execute any document or instrument in conflict with this Assignment.

XOX Corporation

Date: June 27, 2002

By: _____

Its: _____


PRESIDENT/CEO

STATE OF MINNESOTA)
COUNTY OF Hennepin) ss.

On this 27th day of June, 2002 before me personally appeared John R. Sutton who executed the foregoing instrument and duly acknowledged to me that he is the President/CEO of XOX Corporation and that he executed the same on behalf of XOX Corporation for the uses and purposes therein set forth.

Date: June 27, 2002
Notary Signature: Laura Murphy

