

10-28-2008



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FINANCE

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

8027.01

1. Name of conveying party(ies):

BEI PRODUCTS, Inc.
180 West Washington, 10th Floor
Chicago, IL 60062

- Individual(s)
- General Partnership
- Corporation- State: Illinois
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: 2BEI INSPIRED, LLC

Internal Address: _____

Street Address: 180 West Washington, 10th Floor

City: Chicago

State: Illinois

Country: USA Zip: 60602

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC Citizenship USA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) October 2, 2008

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
3,476,595
3,070,337

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

3,476,595 for BEI
3,070,337 2 for BEI

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

Name: Justin Lampel

Internal Address: _____

Street Address: 555 Skokie Blvd., Suite 500

City: Northbrook

State: Illinois Zip: 60062

Phone Number: 847.845.4345

Fax Number: 847.897.5834

Email Address: jlampel@lampellaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 80

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Refund Ref: 10/27/2008
Deposit Account Number: DBYRNE 0000164904

Authorized User Name _____
CHECK Refund Total: \$ 15.00

9. Signature:

Signature

Justin Lampel
Name of Person Signing

October 23, 2008

Date

10/27/2008 DBYRNE 0000092 3476595

Total number of pages including cover
01 FOIA attachments, and document: 40.00
02 FC-4522 25.00

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Assignment of Trademark Registrations

This Assignment is entered into this 2nd day of October, 2008 between BE! PRODUCTS, INC. of 180 West Washington, 10th Floor Chicago, IL 60602, herein referred to as "Assignor", and 2BE! INSPIRED, LLC of 180 West Washington, 10th Floor Chicago, IL 60602, herein referred to as "Assignee."

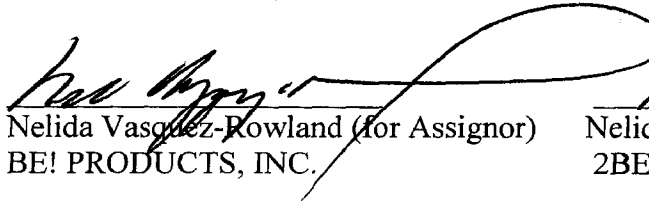
That Assignor is/has developed the following trademarks, for which federal trademark registrations have been granted in the United States Trademark Office:

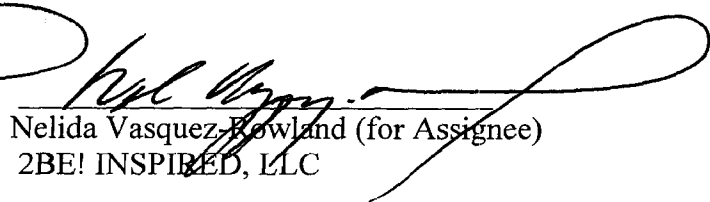
Registration No.: 3,476,595 for the mark: "BE!"

Registration No.: 3,070,337 for the mark: "2BE!"

That for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all rights, title and interest, both foreign and domestic, in and to said mark and any corresponding applications and/or registrations which may issue regarding the same, and the goodwill of the business symbolized by said mark.

Date October 2, 2008


Nelida Vasquez-Rowland (for Assignor)
BE! PRODUCTS, INC.


Nelida Vasquez-Rowland (for Assignee)
2BE! INSPIRED, LLC