

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rays and West Investments Limited		05/08/2009	A British Virign Islands Company: BRITISH VIRGIN ISLANDS
RECEIVING PARTY DATA			
Name:	Wells Fargo Trade Capital, LLC		
Street Address:	333 South Grand Avenue		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3066728	MANNUAL	
Registration Number:	2571235	SMARTY TECHNOLOGY	
Registration Number:	3038434	RESERVED	
Registration Number:	2908714	686	
Registration Number:	2989322		
Registration Number:	2797947		
CORRESPONDENCE DATA			
Fax Number:	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-224-6282		
Email:	trademark@buchalter.com		
Correspondent Name:	Sandra P. Thompson		
Address Line 1:	18400 Von Karman Ave., Ste. 800		
Address Line 4:	Irvine, CALIFORNIA 92612-0514		

CH \$165.00 3066728

ATTORNEY DOCKET NUMBER:	C2133-0008
NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	10/23/2009
Total Attachments: 4 source=TMK#page1.tif source=TMK#page2.tif source=TMK#page3.tif source=TMK#page4.tif	

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Rays and West Investments Limited

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other A British Virgin Islands Company

Citizenship (see guidelines) UK

Additional names of conveying parties attached? Yes No

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

Execution Date(s) May 8, 2009

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Wells Fargo Trade Capital, LLC

Internal

Address: 333 South Grand Avenue, Suite 4150

Street Address: _____

City: Los Angeles

State: California

Country: US Zip: 90071

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other LLC Citizenship US

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)

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)

3,066,728; 2,571,235; 3,038,434; 2,908,714; 2,989,322; 2,797,947

Additional sheet(s) attached? Yes No

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

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

Name: Sandra P. Thompson

Internal Address: _____

Street Address: Buchalter Nemer

18400 Von Karman Avenue, Suite 800

City: Irvine

State: CA Zip: 92612-0514

Phone Number: 949-224-6282

Fax Number: 949-720-0182

Email Address: trademark@buchalter.com

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 500977

Authorized User Name Buchalter Nemer

9. Signature:

/Sandra P. Thompson/

October 23, 2009

Signature

Date

Sandra P. Thompson

Name of Person Signing

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

4


**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

RAYS AND WEST INVESTMENTS LIMITED, a British Virgin Islands Company, ("Grantor"), hereby acknowledges that it has granted to WELLS FARGO TRADE CAPITAL, LLC, whose address is 333 South Grand Avenue, Suite 4150, Los Angeles, California 90071 ("WFTC") a security interest in and to all of the Grantor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Schedule A attached hereto and herein incorporated by this reference owned by Grantor (the "Trademarks"), together with the goodwill and assets of the business; and (b) the patents and patent applications which are identified on Schedule B attached hereto and herein incorporated by this reference owned by Grantor (the "Patents"), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Intellectual Property Security Agreement dated as of May 8, 2009 (the "Agreement"), by and between the Grantor and WFTC as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which WFTC may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 8th day of May, 2009.

RAYS AND WEST INVESTMENTS LIMITED,
a British Virgin Islands Company

By: 
Title: President

SCHEDULE "A"
REGISTERED TRADEMARKS AND SERVICE MARKS

Owner	Trademark	Registration No./ Serial No.	Registration Date/ File Date
Grantor	MANNUAL	3,066,728	03/07/06
Grantor	SMARTY TECHNOLOGY	2,571,235	05/21/02
Grantor	RESERVED	3,038,434	01/03/06
Grantor	686	2,908,714	12/07/04
Grantor	DESIGN ONLY	2,989,322	08/30/05
Grantor	DESIGN ONLY	2,797,947	12/23/03

SCHEDULE "B"
PATENTS

Owner	Patent Description	Patent No./ Serial No.	Issue Date/ File Date
Grantor	Combination belt and tools	5,609,281	03/11/97

PATENT APPLICATIONS

NONE

BN 3460812v1