

03-07-2001



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VER SHEET
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1. Name of conveying party(ies).

Robert K. Smith
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Clear Direction, Inc.
Internal Address: _____
Street Address: 4314 Newton Court
City: Dallas State: Texas
Zip: 75219
Country: USA
Additional name & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: December 28, 2000

Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s)
09/504,406
B. Patent No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Womble Carlyle Sandridge & Rice
Internal Address: P.O. Box 7037
Atlanta, Georgia 30357-0037
Street Address: 1201 West Peachtree Street
Suite 3500
City: Atlanta, State: GA Zip: 30309

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number
09-0528
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 J. Timar
Name of Person Signing

Signature
2/23/01
Date
Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

WHEREAS, I, **Robert K. Smith**, a citizen of the United States of America and a resident of Dallas, Texas, have made certain new and useful inventions disclosed in a regular application for United States Letters Patent entitled "PERSONAL TRAINING AND DEVELOPMENT DELIVERY SYSTEM," bearing Serial No. 09/504,406 and filed on February 15, 2000;

WHEREAS, Clear Direction, Inc., a corporation of the State of Texas, having a place of business at 4314 Newton Court, Dallas, Texas 75219 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring my entire right, title and interest in and to the inventions, and in and to the said applications and any Letters Patent that may issue thereon;

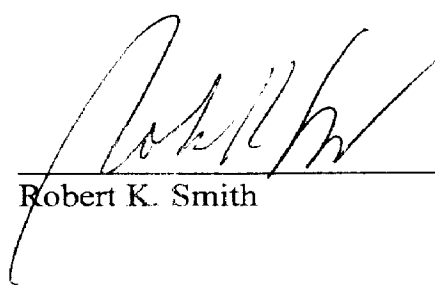
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I do hereby sell, assign and transfer unto said ASSIGNEE, its successors, assigns and legal representatives, the full and exclusive right, title and interest in and to said inventions and in and to said applications and all patents which may be granted therefor, and all divisions, reissues, substitutions, continuations, continuations-in-part and extensions thereof; and I hereby authorize and request the Director of Patents and Trademarks to issue all patents for said inventions, or patents resulting therefrom, insofar as my interest is concerned, to the said ASSIGNEE of my entire right, title and interest.

I also hereby sell and assign to said ASSIGNEE, its successors, assigns and legal representatives the full and exclusive rights, title and interest to the inventions disclosed in said applications throughout the world, including the right to file applications and obtain patents, utility models, industrial models and designs for said inventions in its own name throughout the world including all rights of priority, all rights to publish cautionary notices reserving ownership of said inventions and all rights to register said inventions in appropriate registries; and I further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such rights, title and interest in ASSIGNEE, its successors, assigns and legal representatives.

I hereby further agree that I will communicate to said ASSIGNEE, or to its successors, assigns and legal representatives, any facts known to us respecting any improvements; and, at the expense of said ASSIGNEE, to testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, continuation-in-part, reissue and substitute applications, and make all lawful oaths, and generally do everything possible to vest title in said ASSIGNEE and to aid said ASSIGNEE, its

successors, assigns and legal representatives to obtain and enforce proper protection for said inventions in all countries.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th
day of Dec, 2000.



Robert K. Smith

Residence: Dallas, Dallas County, Texas

Citizenship: United States of America

Post Office Address: 6800 Turtle Creek Boulevard
Dallas, Texas 75205