

Form PTO-1595
(Rev. 03/01)

RECORDATION FORM COVER SHEET PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
Intellbell, Inc.

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 06/16/2004

2. Name and address of receiving party(ies)
Name: Intellbell Ventures, Inc.
Internal Address: _____

Street Address: 1880 Gentry Way

City: Reno State: NV Zip: 89502

Additional name(s) & address(es) attached? Yes No

4. 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) _____

B. Patent No.(s) Des. 359,778
5,637,064

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James W. Miller
Internal Address: Suite 1005 Foshay Tower

Street Address: 821 Marquette Avenue

City: Minneapolis State: MN Zip: 55402

6. Total number of applications and patents involved: 6
7. Total fee (37 CFR 3.41).....\$ 240
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

James W. Miller
Name of Person Signing

James W. Miller
Signature
6/17/04
Date

Total number of pages including cover sheet, attachments, and documents: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

OP \$240.00 D359778

Attachment to Recordation Form Cover Sheet

Additional Patent Numbers for Box 4

5,769,762

5,779,604

5,971,899

6,083,144

ASSIGNMENT OF U.S. PATENTS

WHEREAS, Intellbell, Inc., a Minnesota corporation, having an address at 1071 32nd Ave. NW, Owatonna, MN 55060, is the owner of the entire right, title and interest in and to United States Letters Patent No. Des. 359,778, dated June 27, 1995, entitled ADJUSTABLE DUMBBELL, United States Letters Patent No. 5,637,064, dated June 10, 1997, entitled ADJUSTABLE DUMBBELL, United States Letters Patent No. 5,769,762, dated June 23, 1998, entitled EXERCISE WEIGHT SYSTEM, United States Letters Patent No. 5,779,604, dated July 14, 1998, entitled ADJUSTABLE DUMBBELL, United States Letters Patent No. 5,971,899, dated October 26, 1999, entitled EXERCISE WEIGHT SYSTEM, and United States Letters Patent No. 6,083,144, dated July 4, 2002, entitled ADJUSTABLE DUMBBELL;

AND, WHEREAS, Intellbell Ventures, Inc., a Nevada corporation, having an address at 1880 Gentry Way, Reno, NV 89502, is desirous of acquiring each said patent set forth above;

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of One Dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Intellbell, Inc. has sold, assigned and transferred, and by these presents does sell, assign and transfer unto said Intellbell Ventures, Inc., all right, title and interest in and to each said patent set forth above, to be held and enjoyed by said Intellbell Ventures, Inc., its successors and assigns, as fully and entirely as the same would have been held and enjoyed by said Intellbell, Inc. had this assignment and sale not been made

IN TESTIMONY WHEREOF, said Intellbell, Inc. has caused this assignment to be signed by a duly authorized officer.

6/16/04

Date



Carl K. Towley, III
President, Intellbell, Inc.

STATE OF *MN*)
COUNTY OF *Hennepin*)

On this *16th* day of *June*, *2004*, before me personally appeared Carl K. Towley, III, to me known and known to me to be the person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same for the uses and purposes therein set forth.

Notary Public

Sherie L Parsons

