

10-14-2005



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

10-5-08

1. Name of conveying party(ies)

Carl K. Towley, III
Gregory S. Olson

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

2. Name and address of receiving party(ies)

Name: Intellbell Ventures, Inc.

Internal Address: _____

Street Address: 1071 32nd Ave. NW

City: Owatonna

State: MN

Country: US Zip: 55060

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

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

Execution Date(s) 10/05/2005

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

10/07/2005 SDIRETA1 00000075 11243724

04 FD 8021

40.00 OF

Additional numbers attached? Yes No

5. Name and address 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

Phone Number: 612-338-5915

Fax Number: 612-338-5989

Email Address: jameswmiller@qwest.net

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers 2003
Expiration Date 06/06

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

James W. Miller
Signature

10/5/05
Date

James W. Miller

Name of Person Signing

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

4

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, V.A. 22313-1450

113013 U.S. PTO
11/24/05



100505

Attorney Docket No. 103.1.10USA

ASSIGNMENT

WHEREAS, We, Carl K. Towley, III and Gregory S. Olson, residing or having a mailing address at 911 S. Darling Drive, Alexandria, MN 56308 and 1059 Clover Lane, Owatonna, MN 55060, respectively, have made certain new and useful inventions and improvements for which we executed an application for Letters Patent of the United States which is entitled **SELECTORIZED DUMBBELL WEIGHT WITH WEIGHT PLATES FORMED BY A PAIR OF WELDED WEIGHT SUBPLATES AND METHOD OF MANUFACTURE THEREOF**, the specification of which is being filed of even date herewith;

AND, WHEREAS, Intellbell Ventures, Inc., a corporation organized and existing under and by virtue of the laws of the State of Nevada, and having an office and place of business at 1880 Gentry Way, Reno, NV 89502 is desirous of acquiring the entire right, title and interest in and to said inventions, improvements and applications and in and to the Letters Patent to be obtained therefor;

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, we have sold, assigned and transferred, and by these presents do sell, assign and transfer unto said Intellbell Ventures, Inc., its successors or assigns, the entire right, title and interest for all countries in and to all inventions and improvements disclosed in the aforesaid application, and in and to said application, all divisions, continuations, or renewals thereof, all Letters Patent which may be granted therefrom, and all reissues or extensions of such patents, and in and to any and all applications which have been or shall be filed in any foreign countries for Letters Patent on said inventions and improvements, including an assignment of all rights under the provisions of the International Convention, and all Letters Patent of foreign countries which may be granted therefrom; and

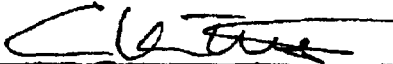
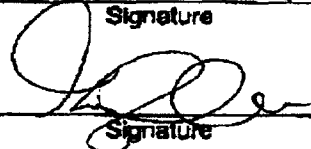
WE do hereby authorize and request the Commissioner of Patents and Trademarks to issue any and all United States Letters Patent for the aforesaid inventions and improvements to said Intellbell Ventures, Inc. as the assignee of the entire right, title and interest in and to the same, for the use of said Intellbell Ventures, Inc., its successors or assigns.

AND, for the consideration aforesaid, we do hereby agree that we, or our executors or legal representatives, will make, execute and deliver any and all other instruments in writing relating to said inventions and improvements including any and all further application papers, affidavits, assignments and other documents, and will communicate to said Intellbell Ventures, Inc., its representatives, successors or assigns, any and all facts known to us relating to said inventions and improvements and the history thereof, and will testify in all legal proceedings and generally do all things which may be necessary or desirable more effectually to secure to and vest in said Intellbell Ventures, Inc., its

successors or assigns the entire right, title and interest in and to the improvements, inventions, applications, Letters Patent, rights, titles, benefits, privileges and advantages hereby sold, assigned and conveyed, or intended so to be.

AND, FURTHERMORE, we covenant and agree with said Intellbell Ventures, Inc., its successors or assigns, that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by us, and that the full right to convey the same as herein expressed is possessed by us.

IN TESTIMONY WHEREOF, we have hereunto set our hands, as of the date written below adjacent our signatures.

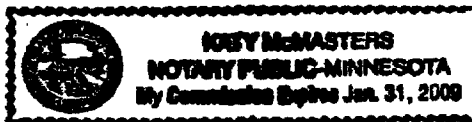
| Full Name of First Inventor | Signature | Date |
|--|--|---------|
| Carl K. Towley, III |  | 10/5/05 |
| Full Name of Second Joint Inventor, if Any | Signature | Date |
| Gregory S. Olson |  | 10-5-05 |
| Full Name of Third Joint Inventor, if Any | Signature | Date |
| | | |
| Full Name of Fourth Joint Inventor, if Any | Signature | Date |
| | | |
| Full Name of Fifth Joint Inventor, if Any | Signature | Date |
| | | |

STATE OF Minnesota)
COUNTY OF Steele)

On this 5th day of October, 2005, 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

Kathy McMASTERS



STATE OF *Minnesota*)
COUNTY OF *Steele*)

On this *5th* day of *October*, 20*05* before me personally appeared Gregory S. Olson, 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

Katy McMaster

