

Assignment

Page 1 of 2

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT						
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Conveying Party Data and Receiving Party Data previously recorded on Reel 028036 Frame 0109. Assignor(s) hereby confirms the correct spelling of Assignor name and correct address of Assignee.						
CONVEYING PARTY DATA							
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>EspenUSA Holding, LLC</td><td>03/28/2012</td></tr></tbody></table>	Name	Execution Date	EspenUSA Holding, LLC	03/28/2012			
Name	Execution Date						
EspenUSA Holding, LLC	03/28/2012						
RECEIVING PARTY DATA							
Name:	HeartMiles, LLC						
Street Address:	26895 Aliso Creek Road						
Internal Address:	Suite #B190						
City:	Aliso Viejo						
State/Country:	CALIFORNIA						
Postal Code:	92656						
PROPERTY NUMBERS Total: 2							
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>12992206</td></tr><tr><td>Application Number:</td><td>13055591</td></tr></tbody></table>	Property Type	Number	Application Number:	12992206	Application Number:	13055591	
Property Type	Number						
Application Number:	12992206						
Application Number:	13055591						
CORRESPONDENCE DATA							
Fax Number:	(202)408-4400						
Phone:	(202) 408-4000						
Email:	anna.o'connor@finnegan.com						
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>							
Correspondent Name:	FINNEGAN, HENDERSON, FARABOW ET AL.						
Address Line 1:	901 New York Avenue NW						

PATENT

700488639

REEL: 028457 FRAME: 0154

Assignment

Page 2 of 2

Address Line 4: Washington, DISTRICT OF COLUMBIA 20001-4413	
ATTORNEY DOCKET NUMBER:	10805.0003 & 10805.0004
NAME OF SUBMITTER:	Anna J. O'Connor
Signature:	/Anna J. O'Connor/
Date:	06/07/2012
Total Attachments: 3 source=10805.0003 Corrective Assignment#page1.tif source=10805.0003 Corrective Assignment#page2.tif source=10805.0003 Corrective Assignment#page3.tif	
RECEIPT INFORMATION EPAS ID: PAT1983688 Receipt Date: 06/07/2012 Fee Amount: \$80	

PATENT

Assignment

Page 1 of 2

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
EspenUSA Holdings, LLC	03/28/2012
RECEIVING PARTY DATA	
Name:	HeartMiles, LLC
Street Address:	16162 Beach Blvd.
Internal Address:	Suite 207
City:	Huntington Beach
State/Country:	CALIFORNIA
Postal Code:	92647
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	12992206
Application Number:	13055591
CORRESPONDENCE DATA	
Fax Number:	(202)408-4400
Phone:	(202) 408-4000
Email:	anna.o'connor@finnegan.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	FINNEGAN, HENDERSON, FARABOW ET AL.
Address Line 1:	901 New York Avenue NW
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001-4413
ATTORNEY DOCKET NUMBER:	10805.0003 & 10805.0004

PATENT

SOLE/JOINT INVENTION
(Worldwide Rights)DMS
June 7, 2012

ASSIGNMENT

Holding,
WHEREAS **EspenUSA Holdings, LLC**, a corporation of New Mexico, whose post office address is 26895 Aliso Creek Road, Suite #B190, Aliso Viejo, California 92656 (hereinafter "Assignor") is the sole and exclusive owner, by assignment, of the patents and patent applications listed on Exhibit A attached hereto; and
26895 Aliso Creek Road, Suite #B190, Aliso Viejo, CA 92656

DMS
June 7, 2012

WHEREAS, **HeartMiles, LLC**, a corporation of California, whose head office address is 18482 Beach Blvd., Suite 207, Huntington Beach, CA 92647 (hereinafter referred to as Assignee), is desirous of securing the entire right, title, and interest in and to these inventions in all countries throughout the world;

NOW THEREFORE, be it known that for good and valuable consideration the receipt of which from Assignee is hereby acknowledged, Assignor has sold, assigned, transferred, conveyed, and set over, and does hereby sell, assign, transfer, convey, and set over unto the Assignee, its lawful successors and assigns, its entire right, title, and interest in and to the Patents, for the United States and for all foreign countries, including any inventions disclosed therein, and any reexaminations, continuations-in-part, divisions, and continuations thereof, and all Letters Patent of the United States which may be granted thereon, and all reissues thereof, as well as all rights to claim priority on the basis of this application, and all applications for Letters Patent which may hereafter be filed for this invention in any foreign country and all Letters Patent which may be granted on this invention in any foreign country, and all extensions, renewals, and reissues thereof; and it hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any official of any foreign country whose duty it is to issue patents on applications as described above, to issue all Letters Patent for this invention to Assignee, its successors and assigns, in accordance with the terms of this Assignment;

AND, ASSIGNOR HEREBY covenants that it has the full right to convey the interest assigned by this Assignment, and it has not executed and will not execute any agreement in conflict with this Assignment;

AND, ASSIGNOR HEREBY further covenants and agrees that Assignor will, without further consideration, communicate with Assignee, its successors and assigns, any facts known to Assignor respecting this invention, and assist Assignee in obtaining signatures of the inventors on all lawful papers when called upon to do so, execute and deliver all papers that may be necessary or desirable to perfect the title to these inventions in said Assignee, its successors and assigns, assist Assignee in having the inventors execute all reissue applications, make all rightful oaths and generally do everything possible to aid Assignee, its successors and assigns, to obtain and enforce proper patent protection for these inventions in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by the Assignee, its successors and assigns.

IN TESTIMONY WHEREOF, I have hereunto set my hands.

DMS June 7, 2012

County of ORANGE

ss.

EspenUSA Holdings, LLC

26895 Aliso Creek Road, Suite #B190

State of CALIFORNIA

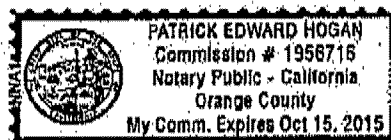
Aliso Viejo, California 92656

By: [Signature]Printed Name: ESPEN D. KATZDARSCorporate Title: PRESIDENT & FOUNDERDate: 3-28-2012

Subscribed and sworn to before me this 28 day of March, 2012.

Patrick Edward Hogan, Notary Public

Patrick E. Hogan



PATENT

REEL: 028457 FRAME: 0158

SOLE/JOINT INVENTION
(Worldwide Rights)

IN TESTIMONY WHEREOF, I have hereunto set my hands.

County of ORANGE

HeartMiles, LLC

ss.

16162 Beach Blvd., Suite 207

State of CALIFORNIA

Huntington Beach, CA 92647

By:

EDEN D. KATERAKIS

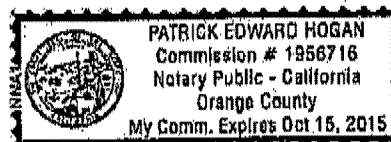
Printed Name:

EDEN D. KATERAKIS

Corporate Title:

PRESIDENT & FOUNDER

Date:

3-28-2012Subscribed and sworn to before me this 28 day of March, 2012.Patrick Edward Hogan, Notary Public* Patrick E. Hogan

SOLE/JOINT INVENTION
(Worldwide Rights)

EXHIBIT A

APPLICATION/ PATENT NO.	Country	FILING/ISSUE DATE	Atty. Docket No.	TITLE
12/992,206	US	Nov. 11, 2010	10805.0003-00000	Physical Activity Monitor and Data Collection Unit
2009246442	Australia	May 13, 2009	10805.0003-00110	Physical Activity Monitor and Data Collection Unit
PI0912721-6	Brazil	Nov. 12, 2010	10805.0003-00123	Physical Activity Monitor and Data Collection Unit
2,724,446	Canada	Nov. 15, 2010	10805.0003-00131	Physical Activity Monitor and Data Collection Unit
200980127540.3	China	Jan. 14, 2011	10805.0003-00130	Physical Activity Monitor and Data Collection Unit
09747444.9	Europe	Nov. 24, 2010	10805.0003-00155	Physical Activity Monitor and Data Collection Unit
7207/CHEN/2010	India	May 14, 2008	10805.0003-00187	Physical Activity Monitor and Data Collection Unit
2011-509641	Japan	Nov. 12, 2010	10805.0003-00195	Physical Activity Monitor and Data Collection Unit
10-2010-7027829	S. Korea	Dec. 10, 2010	10805.0003-00202	Physical Activity Monitor and Data Collection Unit
PCT/US09/43753	PCT	May 13, 2009	10805.0003-00304	Physical Activity Monitor and Data Collection Unit
13/055,591	US	Jan. 24, 2011	10805.0004-00000	Physical Activity Tracking and Rewards Allocation System
09791668.8	Europe	Mar. 15, 2011	10805.0004-00155	Physical Activity Tracking and Rewards Allocation System
PCT/US09/54303	PCT	Aug. 19, 2009	10805.0004-00304	Physical Activity Tracking and Rewards Allocation System
PCT/US10/55647	PCT	Nov. 5, 2010	10805.0009-00304	Physical Activity Monitor and Data Collection Unit
PCT/US12/25900	PCT	Feb. 21, 2012	10805.0011-00304	Activation Type Detection and Targeted Advertising System

PATENT

REEL: 028457 FRAME: 0160

SOLE/JOINT INVENTION
(Worldwide Rights)

ASSIGNMENT

WHEREAS **EspenUSA Holdings, LLC**, a corporation of New Mexico, whose post office address is 26895 Aliso Creek Road, Suite #B190, Aliso Viejo, California 92656 (hereinafter "Assignor") is the sole and exclusive owner, by assignment, of the patents and patent applications listed on Exhibit A attached hereto; and

WHEREAS, **HeartMiles, LLC**, a corporation of California, whose head office address is 16162 Beach Blvd., Suite 207, Huntington Beach, CA 92647 (hereinafter referred to as Assignee), is desirous of securing the entire right, title, and interest in and to these inventions in all countries throughout the world;

NOW THEREFORE, be it known that for good and valuable consideration the receipt of which from Assignee is hereby acknowledged, Assignor has sold, assigned, transferred, conveyed, and set over, and does hereby sell, assign, transfer, convey, and set over unto the Assignee, its lawful successors and assigns, its entire right, title, and interest in and to the Patents, for the United States and for all foreign countries, including any inventions disclosed therein, and any reexaminations, continuations-in-part, divisions, and continuations thereof, and all Letters Patent of the United States which may be granted thereon, and all reissues thereof, as well as all rights to claim priority on the basis of this application, and all applications for Letters Patent which may hereafter be filed for this invention in any foreign country and all Letters Patent which may be granted on this invention in any foreign country, and all extensions, renewals, and reissues thereof; and it hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any official of any foreign country whose duty it is to issue patents on applications as described above, to issue all Letters Patent for this invention to Assignee, its successors and assigns, in accordance with the terms of this Assignment;

AND, ASSIGNOR HEREBY covenants that it has the full right to convey the interest assigned by this Assignment, and it has not executed and will not execute any agreement in conflict with this Assignment;

AND, ASSIGNOR HEREBY further covenants and agrees that Assignor will, without further consideration, communicate with Assignee, its successors and assigns, any facts known to Assignor respecting this invention, and assist Assignee in obtaining signatures of the inventors on all lawful papers when called upon to do so, execute and deliver all papers that may be necessary or desirable to perfect the title to these inventions in said Assignee, its successors and assigns, assist Assignee in having the inventors execute all reissue applications, make all rightful oaths and generally do everything possible to aid Assignee, its successors and assigns, to obtain and enforce proper patent protection for these inventions in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by the Assignee, its successors and assigns.

IN TESTIMONY WHEREOF, I have hereunto set my hands.

County of ORANGE

State of CALIFORNIA

ss.

EspenUSA Holdings, LLC

26895 Aliso Creek Road, Suite #B190

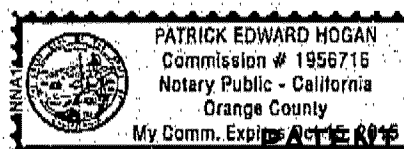
Aliso Viejo, California 92656

By: [Signature]Printed Name: ESPEN D. KATERASCorporate Title: PRESIDENT & FOUNDERDate: 3-28-2012

Subscribed and sworn to before me this 28 day of March, 2012

Patrick Edward Hogan, Notary Public

Patrick E. Hogan



REEL: 028457 FRAME: 0161

SOLE/JOINT INVENTION
(Worldwide Rights)

IN TESTIMONY WHEREOF, I have hereunto set my hands.

County of ORANGE

HeartMiles, LLC

ss.

16162 Beach Blvd., Suite 207

State of CALIFORNIA

Huntington Beach, CA 92647

By:

ESPEN D. KATERAE

Printed Name:

ESPEN D. KATERAE

Corporate Title:

PRESIDENT & FOUNDER

Date:

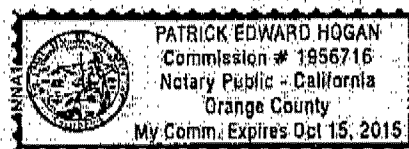
3-28-2012

Subscribed and sworn to before me this 28 day of March, 2012

Patrick Edward Hogan

Notary Public

* Patrick E. Hogan



SOLE/JOINT INVENTION
(Worldwide Rights)**EXHIBIT A**

APPLICATION/ PATENT NO.	Country	FILING/ISSUE DATE	Atty. Docket No.	TITLE
12/992,206	US	Nov. 11, 2010	10805.0003-00000	Physical Activity Monitor and Data Collection Unit
2009246442	Australia	May 13, 2009	10805.0003-00110	Physical Activity Monitor and Data Collection Unit
PI0912721-6	Brazil	Nov. 12, 2010	10805.0003-00123	Physical Activity Monitor and Data Collection Unit
2,724,446	Canada	Nov. 15, 2010	10805.0003-00131	Physical Activity Monitor and Data Collection Unit
200980127540.3	China	Jan. 14, 2011	10805.0003-00139	Physical Activity Monitor and Data Collection Unit
09747444.9	Europe	Nov. 24, 2010	10805.0003-00155	Physical Activity Monitor and Data Collection Unit
7207/CHEN/2010	India	May 14, 2008	10805.0003-00187	Physical Activity Monitor and Data Collection Unit
2011-509641	Japan	Nov. 12, 2010	10805.0003-00195	Physical Activity Monitor and Data Collection Unit
10-2010-7027829	S. Korea	Dec. 10, 2010	10805.0003-00202	Physical Activity Monitor and Data Collection Unit
PCT/US09/43753	PCT	May 13, 2009	10805.0003-00304	Physical Activity Monitor and Data Collection Unit
13/055,591	US	Jan. 24, 2011	10805.0004-00000	Physical Activity Tracking and Rewards Allocation System
09791668.8	Europe	Mar. 15, 2011	10805.0004-00155	Physical Activity Tracking and Rewards Allocation System
PCT/US09/54303	PCT	Aug. 19, 2009	10805.0004-00304	Physical Activity Tracking and Rewards Allocation System
PCT/US10/55647	PCT	Nov. 5, 2010	10805.0009-00304	Physical Activity Monitor and Data Collection Unit
PCT/US12/25900	PCT	Feb. 21, 2012	10805.0011-00304	Activation Type Detection and Targeted Advertising System

PATENT