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Tab settings

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

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

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)

Name: Salton, Inc.

Internal Address: _____

Street Address: 550 Business Center Drive
Mt. Prospect State: IL ZIP: 60056

City: _____ State: _____ ZIP: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative design is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 27, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75/814,035

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Carol Anne Been

Internal Address: _____
Sonnenschein Nath & Rosenthal
8000 Sears Tower

Street Address: _____
233 S. Wacker Drive

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

09/01/2000 NTHA11 00000014 75814035
01 FG481 40.00 DP

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.

Carol Anne Been Carol Anne Been July 31, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20540

ASSIGNMENT FOR SECURITY

(Trademarks)

WHEREAS, ePods, Inc., a Washington corporation having a principal office address of 2601 Fourth Avenue, Suite 400, Seattle, Washington, 98121 (hereinafter referred to as "Assignor"), has adopted, used, or is using the trademarks listed on the annexed Schedule, which trademarks are the subject of pending applications in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor has entered a Security Agreement dated as of July 27, 2000 (the "Agreement") in favor of Salton, Inc., a Delaware corporation, having an address at 550 Business Center Drive, Mt. Prospect, Illinois 60056 (hereinafter referred to as "Assignee") in order to secure the prompt and complete payment, observance and performance of certain Promissory Notes, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee and grant to Assignee a security interest in, and mortgage on, all right, title, and interest of Assignor in and to the Trademarks solely as used in connection with Assignor's Internet access service, and the applications and registrations thereof, together with the goodwill of the Internet access service business connected with the use of and symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt and complete payment, performance and observance of the Obligations, as defined in the Agreement. Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of the security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

ePods, Inc.
Intellectual Property Schedule

Patents

None

Trademarks

United States:

Mark

Application

Number

ePODS (Class 42)

75/814,035

Copyrights

None