

A S S I G N M E N T

WHEREAS, GREEN-UPS, INC. (hereinafter ASSIGNOR), a corporation duly organized and existing under the laws of the State of Virginia having its principal office and place of business at HC 72, Box 554-B, Locust Grove, Virginia 22508 has used the service mark GREEN UMBRELLA PLANS until about November, 1994 as identified in U.S. Service Mark Registration No. 1,359,650 registered on September 10, 1985 in the United States Patent and Trademark Office;

AND WHEREAS, FRANEY, PARR & MUHA, INC. (hereinafter ASSIGNEE), a corporation duly organized and existing under the laws of the State of Virginia having its principal office and place of business at 11781 Lee Jackson Memorial Highway, Suite 220, Fairfax, VA 22033 has used and is using the service mark GREEN UMBRELLA PLANS since about November, 1994 and is desirous of acquiring all right, title, interest and goodwill as represented by the aforesaid U.S. Service Mark Registration No. 1,359,650;

NOW THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby

