



Y

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

100766486

1. Name of conveying party(ies):

PURE SYSTEMS, INC.
1620 Gobel Way
Modesto, California 95135

- Individuals(s)
- General Partnership
- Corporation-State **California**
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **November 4, 1993**

Name and address of receiving party(ies)

Name: **PURE FILL CORPORATION**
Internal Address:
Street Address: **1524 Princeton Avenue**

City: **Modesto** State: **California** ZIP: **95350**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____

Corporation-State **Delaware**

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Pure Fill (Reg. No. 1,717,871 - Reg. Date 9/22/92)
Combo Pack (Reg. No. 1,748,355 - Reg. Date 1/26/93)
Window Vend (Reg. No. 1,755,036 - Reg. Date 3/2/93)
Pure Systems (Reg. No. 1,389,694 - Reg. Date 4/15/86)

Additional numbers attached? Yes No

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

Mr. Sigi Hinojosa
Name: **Buchalter, Nemer, Fields & Younger**
Internal Address: _____

Street Address: **601 South Figueroa Street, 24th Floor**
City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 115⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

20-0052

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

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.

MR. SIGI HINOJOSA
Name of Person Signing

Signature

June 22, 1998
Date

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made November 4, 1993 by and between Pure Systems, Inc. a California corporation having a principal place of business located at 1620 Gobel Way, Modesto, California 95135 ("Pure Systems"), and Pure Fill Corporation, a Delaware corporation having its principal place of business at 1524 Princeton Avenue, Modesto, California 95350 ("Pure Fill").

WHEREAS, Pure Systems and Pure Fill are parties to a certain Plan and Agreement of Merger made and entered into as of November 4, 1993 (the "Plan and Agreement of Merger"), under terms of which Pure Systems will sell and transfer, and Pure Fill will purchase the Assets (as such term is defined in the Plan and Agreement of Merger); and

WHEREAS, Pure Systems is the owner of the trademarks set forth in Schedule 1 hereto (the "Trademarks"), which constitute part of the Assets; and

WHEREAS, pursuant to the Plan and Agreement of Merger, Pure Fill desires to obtain all of Pure Systems' right, title and interest in, to and under said Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Pure Systems, Pure Systems hereby sells, conveys, assigns, transfers and delivers to Pure Fill, its successors and assigns, all of its right, title and interest throughout the world in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the registrations thereof, together with the right to sue and recover damages for future infringements thereof and to stand in the place of Pure Systems in all matters related thereto. Pure Systems agrees to take such further action and to execute such additional documents as may be necessary to perfect Pure Fill's title in and to the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the day and year first written above.

PURE FILL CORPORATION, a Delaware corporation

By: Dennis DiSanto
Name: Dennis DiSanto
Title: Chairman & C.E.O.

PURE SYSTEMS, INC., a California corporation

By: Dennis DiSanto
Name: Dennis DiSanto
Title: Chairman & C.E.O.

SCHEDULE 1 TO
ASSIGNMENT OF TRADEMARKS

By Pure Systems, Inc.

To

Pure Fill Corporation

FEDERAL REGISTRATIONS

| <u>Trademark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------------------|-------------------------|--------------------------|
| COMBO PACK | 1,748,355 | January 26, 1993 |
| WINDOW VEND | 1,755,036 | March 2, 1993 |
| PURE FILL | 1,717,871 | September 22, 1992 |
| PURE SYSTEMS (and Design) | 1,389,694 | April 15, 1986 |

NEVADA STATE-REGISTRATIONS

| <u>Trademark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------------------|-------------------------|--------------------------|
| PURE SYSTEMS (and Design) | 21548 | February 9, 1988 |
| H2O TO GO | 2359 | October 16, 1989 |