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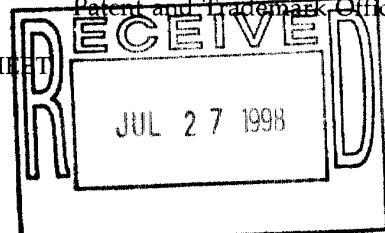


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FORM PTO-1594
1/31/92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

1. Name of conveying party(ies):
B.S.D. Enterprises, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other

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

- 3. Nature of conveyance:
- Assignment
- Security Agreement
- Other

Execution Date: July 18, 1998

2. Name and address of receiving party(ies):
Name: Fountain Industries Co.
Internal Address: _____
Street Address: 922 East 14th Street
City: Albert Lea State: MN ZIP: 56007

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Minnesota
- Other

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

(Designation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,701,418

Additional numbers attached? Yes No

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

Name: Amy Bromberg Funk
Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
Street Address: 4800 IDS Center
80 South Eighth Street
City: Minneapolis State: MN 55402-2100

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: 16-0631
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

7/29/98

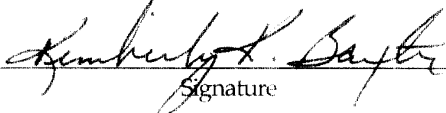
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FC:481 40.00 DP

TRADEMARK
REEL: 1761 FRAME: 0551

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.

Kimberly K. Baxter		7/21/98
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet: _____

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

ASSIGNMENT

WHEREAS, B.S.D. ENTERPRISES, INC., a Florida corporation with offices located at 11767 S.W. 1st Street, Coral Springs, FL 33071 ("Assignor") is the owner of the trademark GUN BUTLER registered in the United States Patent and Trademark Office on July 21, 1992, Registration No. 1,701,418 (the "Mark"); and

WHEREAS, Fountain Industries Co., a Minnesota corporation with offices located at 922 East 14th Street, Albert Lea, MN 56007 ("Assignee") is desirous of acquiring all right, title and interest in and to the Mark and all applications therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of its right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark and all registrations thereof and applications therefor, along with the right to recover damages and profits for past infringements thereof.

IN WITNESS WHEREOF, Assignor has executed the same in the presence of witnesses on the day and year set forth below.

B.S.D. ENTERPRISES, INC.

By: Charles Whitley
Charles Whitley
Title: Vice President

On this 13th day of July, 1998, ROMANDO FUENTES appeared Charles Whitley, to me known and known to be the Vice President of B.S.D. Enterprises, Inc., the Assignor named above, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

Romando Fuentes
Notary Public, STATE OF FLORIDA
#00714816

Romando Fuentes # U 170-190 114-12