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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Honorable Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party(ies):

APS, Inc. 15710 John F. Kennedy Blvd., Suite 700 Houston TX 77032-2347 (formerly of 3000 Pawnee Street, Houston, TX 77042)

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 29, 1995

2. Name and address of receiving party(ies)

Name: APS Management Service, Inc.

Internal Address: Street Address: 15710 John F. Kennedy Blvd. Suite 700 City: Houston, State: TX ZIP: 77032-2347

- 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)

882,122; 1,653,852; 1,709,036

Additional numbers attached? Yes No

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

Name: Marci A. Blazer, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23/2405

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

02/01/1999 DC0ATES 00000067 232405 882122

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01 FC:481 40.00 CH 02 FC:482 50.00 CH 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.

Marci A. Blazer

Name of Person Signing

Marci A. Blazer

Signature

1/28/99

Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

WHEREAS, APS, Inc., a corporation of Delaware and having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032-2347 (formerly of 3000 Pawnee Street, Houston, Texas 77042), is the sole and exclusive owner of rights in certain trademarks, as represented by the United States Trademark Registrations listed on the attached Schedule; and

WHEREAS, APS Management Services, Inc., a corporation of Delaware and having a place of business at 15710 John F. Kennedy Blvd., Suite 700, Houston, Texas 77032-2347, is desirous of succeeding to the rights owned by APS, Inc., and of acquiring therefrom all of its right, title and interest in, to and under the said trademark rights, along with the goodwill of the business relating thereto;

NOW, THEREFORE, APS, Inc., on this the 29th day of January, 1995, hereby does, and did sell, transfer and convey all rights, title and interest in, to and under said trademark rights and said trademark registrations and applications, along with the good will of the business relating thereto, together with all claims for damages by reason of past infringement, to APS Management Services, Inc.

APS, Inc.

BY: 

SCHEDULE A

MARK

REGISTRATION NO.

REGISTRATION DATE

FREEZ-TEST

882,122

December 9, 1969
Renewed December 9, 1989

POWERX 90

1,653,852

August 13, 1991

BIG A PLUS

1,709,036

August 18, 1992