



RECORD

03-19-1999

FEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

03-11-1999



U.S. Patent & TMO/TM Mail Rcpt Dt. #11

Division of Patents

100987987

and original documents or copy thereof.

1. Name of conveying party(ies):
PURE SYSTEMS, INC.
1620 Gobel Way
Modesto, California 95135

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

2. 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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 4, 1993**

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:

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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

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

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: [Signature]
Title: Chairman & P.E.O.

PURE SYSTEMS, INC., a California corporation

By: Dennis DiSanto
Name: [Signature]
Title: Chairman & P.E.O.

SCHEDULE I 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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PURE FILL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2272928 8300

DATE: 9598747

991075027

02-26-99

TRADEMARK
REEL: 1869 FRAME: 0636



03-11-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #11

IN THE UNITED STATES PATENT & TRADEMARK OFFICE

Registrant:	Pure Fill Corporation)	Trademark Attny.:
)	Wye-Jean Smith
)	
Trademark:	WINDOW VEND)	Post Registration Division
)	
Registration No.:	1,755,036)	Our Reference: 082985/0119
)	
Registration Date:	March 2, 1993)	

Assistant Commissioner
 for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3513
 ATTN: Box Responses, No Fee

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Janet Repoon

Janet d Repoon

 Name
March 8, 1999

 Date of Signature

Sir:

Registrant's counsel has received and carefully considered Office Action No. 01, bearing a mailing date of January 20, 1999.

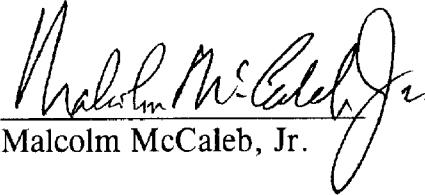
On November 4, 1993, the above-referenced registration was assigned by Pure Systems, Inc. (a California corporation) to Pure Fill Corporation (a Delaware corporation). A copy of the assignment and recordation cover sheet are enclosed for your records.

The Combined Declaration Under Sections 8&15 should have properly reflected that the current owner of this registration was Pure Fill Corporation (a Delaware corporation) and not PureFill Corporation (a California corporation). A Certificate of Good Standing of Pure Fill Corporation is enclosed for your reference.

As this error was without an intention to deceive, attorney for the registrant respectfully requests that the Combined Declaration Under Sections 8&15 be accepted and such action is solicited.

Respectfully

FOLEY & LARDNER

By: 
Malcolm McCaleb, Jr.

FOLEY & LARDNER
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