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03-29-1999

J.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Honorable Commissioner of Patents and Tr	100995451 hal documents or copy thereof.			
Name of conveying party(ies):	Name and Address of receiving party(ies):			
Western Promotional Sportswear, Inc.	Name: Jerell, Inc.			
	Internal Address:			
() Individual () Association () General Partnership () Limited Partnership (✓) Corporation-Utah () Other	Street Address: 1431 Regal Row			
Additional name(s) of conveying party(ies) attached? () Yes () No	City: Dallas State: TX ZIP 75247 () Individual(s) Citizenship: U.S.A.			
 3. Nature of conveyance: (✓) Assignment () Merger () Security Agreement () Change of Name () Other 	() Individual(s) Citizenship: U.S.A. () Association: () General Partnership: () Limited Partnership: (/) Corporation-Nevada () Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: () Yes () No			
Execution Date: January 29, 1999	(Designations must be a separate document from Assignment)			
	Additional name(s) & address(es) attached? () Yes (✓) No			
4. Application number(s) or trademark number(s):				
A. Trademark Application No.(s)	B. Trademark registration No.(s)			
	2,160,295 for "STONEBRIDGE"			
Additional numbers a	nttached? () Yes (✓) No			
5. Name and address of party to whom correspondence concerning document should be mailed:	Total number of applications and registrations involved: 1			
Name: Elisabeth A. Evert, Esq.	7. Total fee (37 CFR 3.41)\$ 40.00			
Internal Address: Sidley & Austin	(✔) Enclosed			
Street Address: 717 North Harwood, Suite 3400	(✓) Authorized to be charged to deposit account			
City:Dallas State: TX ZIP:75201	8. Deposit account number: 18-1260			
	(Attach duplicate copy of this page if paying by deposit account)			
DO NOT I	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.				
Elisabeth A. Evert. Esq. Name of Person Signing Signature Total number of pages comprising cover sheet 1				
OMB No. 0651-0011 (exp. 4/94)				
Do not detach this portion				
Mail documents to be recorded with required cover sheet information to:				
Commissioner of Patents and Trademarks Box Assignment Washington, D.C. 20231 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.

Express Mail No. EL081813532US

Assignment of Trademark

This Assignment of Trademark (this "Assignment") is from Western Promotional Sportswear, Inc. ("Assignor"), a Utah corporation, having its principal place of business at 2294 Mountain Vista Lane, Provo, Utah 84606-6206 to Jerell, Inc. ("Assignee"), a Nevada corporation, having its principal place of business at 1431 Regal Row, Dallas, Texas 75247.

Recitals

- 1. Assignor has adopted, used and is using the trademark "Stonebridge" (the "Mark") and is the owner of record of Registration No. 2,160,295, which is registered in the United States Patent and Trademark Office for use with clothing, namely tee shirts.
- 2. Assignee desires to acquire all of Assignor's right, title and interest in the Mark (foreign and domestic), the goodwill of the business symbolized thereby, all applications for registration and registrations thereof, and the right to recover damages and profits for past infringement thereof.

Assignment

Now, therefore, for ten dollars (\$10) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee all right, title and interest in the Mark (foreign and domestic), the goodwill of the business symbolized thereby, all applications for registration and registrations thereof, and the right to recover damages and profits for past infringement thereof.

Assignor agrees to promptly execute all additional documents necessary to assign the Mark to Assignee.

In witness whereof, Assignor has caused its duly authorized representative to execute this Assignment this 24th day of January, 1999.

Western Promotional Sportswear, Ind

By:

Paul K. Edmunds Chairman

State of Utah §
County of Utah §

Before me, the undersigned authority, a Notary Public, on this day personally appeared Paul K. Edmunds, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Western Promotional Sportswear, Inc., a Utah corporation, and that he executed the Assignment as an act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 29th day of January, 1999.

ROXANNE B LAMB

NOTARY PUBLIC - STATE & UTAH

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PROVO, UT 84606

COMM. EXP. 12-20-2000

RECORDED: 03/24/1999

Notary Public

TRADEMARK REEL: 1874 FRAME: 0968