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

1. Name of conveying party(ies):

D B Industries, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of Minnesota
 Other:

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

2. Name and address of receiving party(ies):

BARROW HEPBURN SALA LIMITED
 4 Old Mill Road
 Portishead
 Bristol BS20 9BX
 Great Britain

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-Country of Great Britain
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 1, 1999

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

A. Trademark Application No.(s) B. Trademark Reg. No.(s)

75/687,155

Additional numbers attached? Yes No

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

Name: Michael L. Mau
 Address: Mau & Krull, P.A.
 1250 Moore Lake Drive East
 Suite E
 Fridley, MN 55432

6. Total number of applications and trademarks involved: 1

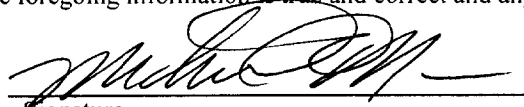
7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 500549

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.

Michael L. Mau  December 10, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

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

Commissioner for Patents and Trademarks
 Box Assignments
 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.

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ASSIGNMENT OF APPLICATION FOR REGISTRATION OF A MARK

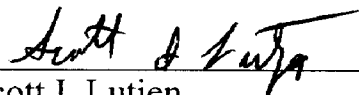
WHEREAS D B Industries, Inc., a Minnesota corporation, of 3965 Pepin Avenue, Red Wing, Minnesota 55066, has adopted and is using the mark ZORBIT for which said assignor has filed application in the United States Patent and Trademark Office for registration, Serial No. 75/687,155 filed on April 20, 1999; and

WHEREAS BARROW HEPBURN SALA LIMITED, a British corporation, of 4 Old Mill Road, Portishead, Bristol BS20 9BX, Great Britain, is desirous of acquiring said mark;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said D B Industries, Inc. does hereby assign unto BARROW HEPBURN SALA LIMITED all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified application for registration of the mark.

The Commissioner of Patents and Trademarks is requested to issue the certificate of registration to said assignee.

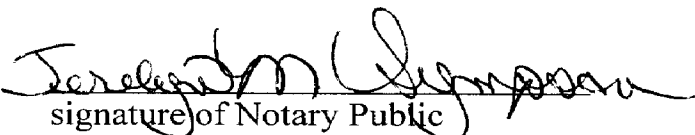
D B INDUSTRIES, INC.



Scott I. Lutjen
Vice President of Finance
D B Industries, Inc.

State of Minnesota
County of Goodhue

On this 1st day of December, 1999, before me appeared Scott I. Lutjen, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the identified corporation with authority to do so.


signature of Notary Public

