

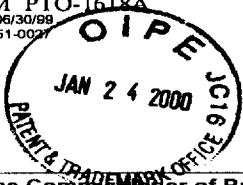
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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

02-22-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101272034

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

med-7-24-2000

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
01/06/00

Name Andrew Ungerleider

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization United States

Receiving Party

Mark if additional names of receiving parties attached

Name Earthstone International LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1197 Parkway Drive

Address (line 2) _____

Address (line 3) Santa Fe
City

New Mexico
State/Country

87505
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mall documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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01 FC:481
02 FC:482

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I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington D.C. 20231 on January 24, 2000.

Gloria J. Williams
Gloria J. Williams, Sec'y

TRADEMARK
REEL: 002024 FRAME: 0214

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74/672,305"/>	<input type="text" value="75/358,202"/>	<input type="text" value="75/447,125"/>	<input type="text" value="2,159,760"/>	<input type="text" value="2,200,002"/>	<input type="text" value="2,232,475"/>
<input type="text" value="75/447,126"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Robert W. Becker

January 24, 2000

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

This is an assignment of ownership rights in trademarks from Andrew Ungerleider ("Assignor") having an address of 525 Camino Militar, Santa Fe, New Mexico 87501, to Earthstone International LLC ("Assignee") having a principal place of business at 1197 Parkway Drive, Santa Fe, New Mexico 87505.

WHEREAS, Assignor is the owner of the entire right, title and interest in and to the trademarks, trademark applications and registrations therefor listed on attached schedule A (the Trademarks) and the goodwill of the business symbolized by said Trademarks; and

WHEREAS, Assignee is the successor in the business of Assignor as it pertains to the goods and services sold in connection with the listed Trademarks;

NOW THEREFORE, TO ALL WHOM IT MAY CONCERN:


BE IT KNOWN that, for good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto Assignee, its successors and assigns, the entire right, title and interest in and to the Trademarks including the right to make applications for registration in any and all countries thereon, any and all registrations of the United States and of foreign countries and any renewals which may be granted thereon, and the goodwill of the business symbolized by the Trademarks.

Assignor and its successors agree to sign and execute, or to make reasonable efforts to have signed and executed by any necessary party, without further compensation, any and all necessary and lawful documents, including: oaths/declarations; assignments; applications for foreign trademarks; Statements of Use; Affidavits of Use; and Renewal Applications, as the Assignee, its legal representatives, or its successors and assigns may from time to time require. All such documents will be prepared at Assignee's expense.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all registrations which may be granted upon any pending applications to the Assignee, as the assignee of the entire interest therein and to record ownership of the Trademarks in the name of Assignee.

Date: JANUARY 6, 2000

By: _____


Andrew Ungerleider

STATE OF NEW MEXICO)
) ss.
County of BERNALILLO)

On this 6th day of ~~December~~^{JANUARY}, 1999, before me, JAY D. ROSENBLUM, a Notary Public in and for said State, personally appeared Andrew Ungerleider, and personally proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this instrument, and acknowledged that he signed, sealed and delivered such instrument as his free and voluntary act and deed for the uses and purposes therein set forth.

Jay D Rosenblum
Notary Public

My Commission Expires
11.29.2003

EXHIBIT A

<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>	<u>Mark</u>
74/672,305	May 11, 1995	EARTHSTONE
75/358,202	September 16, 1997	WE RUB THE EARTH THE RIGHT WAY
75/447,125	March 9, 1998	QUIKSAND
75/447,126	March 9, 1998	QUIK-SAND
2,159,760	May 19, 1998	INCREDI-BLOCK
2,200,002	October 27, 1998	WE RUB THE EARTH THE RIGHT WAY
2,232,475 782,497 (Canada)	March 16, 1999	SAND-QUIK EARTHSTONE