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RECORDATION
TRADEMARK

04-04-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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RECEIVED

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

U.S. VEND TECHNOLOGY OPR/FINANCE

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 8, 2000

2. Name and address of receiving party(ies)

Name: U.S. VEND TECHNOLOGIES, L.L.C.,
in care of PACIFIC EQUITY GROUP

Internal Address: _____
Street Address: 19800 McArthur Boulevard, Suite 300
Irvine, CA 92612

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1807248

Additional numbers attached? Yes No

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

Name: Steve M. Perry
Internal Address: Thorpe, North & Western

P.O. Box 1219

Sandy, UT 84091-1219

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0100 (Deficiencies only)

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

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40.00 DP

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.

Steve M. Perry
Name of Person Signing

Steve M. Perry
Signature

2/24/2000
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002042 FRAME: 0936

ASSIGNMENT

WHEREAS, U.S. VEND TECHNOLOGY (hereinafter referred to as "ASSIGNOR"), being a corporation duly organized and existing under the laws of the State of Idaho and having a principal place of business at P.O. Box 3111, Idaho Falls, Idaho 83403, has adopted, used, and is using, and is the owner of certain right, title, and interest in and to the trademark UTURN (AND DESIGN), (hereinafter referred to as the "Mark"), which is registered in the United States Patent and Trademark Office as Registration No.1807248, having a registration date of November 30, 1993 (hereinafter referred to as the "registration"); and

WHEREAS, U.S. VEND TECHNOLOGIES, L.L.C. in care of PACIFIC EQUITY GROUP (hereinafter referred to as "ASSIGNEE"), a corporation duly organized and existing under the laws of the State of California, having a principal business office at 19800 McArthur Boulevard, Suite 300, Irvine, California 92612, is desirous of acquiring all right, title and interest in and to the Mark held by U.S. VEND TECHNOLOGY, and the above-identified registration:

NOW, THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration paid to the ASSIGNOR by the ASSIGNEE, the receipt and sufficiency of which is hereby acknowledged, THE ASSIGNOR HEREBY ASSIGNS TO THE ASSIGNEE any and all right, title and interest which it may hold in and to the Mark in connection with vending machines for bulk food intended for human consumption (international trademark class 9), the above-identified registration, and any registration issuing therefrom, together with the goodwill of the business symbolized by and associated with the Mark.

WHEREBY ASSIGNOR hereby grants unto ASSIGNEE the entire right, title and interest of said Mark, for the sole use and behoof of the said ASSIGNEE, its successors, assigns and legal representatives.

This Assignment and Agreement shall be binding upon any and all successors of the ASSIGNOR.

U.S. VEND TECHNOLOGY

