

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

08-16-2000

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



101433917

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7.19.00

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

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other _____

Effective Date
Month Day Year
May 31, 2000

Conveying Party

Mark if additional names of conveying parties attached

Name Radiators Plus, Inc.

Execution Date
Month Day Year
June 13, 2000

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Radiator Express Warehouse

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2990 Bay Vista Court

Address (line 2) Suite E

Address (line 3) Benicia

California

94510

City

State/Country

Zip Code

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

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.)

FOR OFFICE USE ONLY

08/15/2000 NTHA11 00000150 54098

01 FO:481 40.00 OP
02 FO:482 25.00 OP

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 Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002120 FRAME: 0420

FORM PTO-1618B
Expires 06/30/99
OMB 0851-0027

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

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"/>	<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" value="54,098"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="54,099"/>	<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.

KENNETH Hancock

Name of Person Signing

Kenneth Hancock

Signature

6-13-00

Date Signed

ASSIGNMENT OF INTELLECTUAL PROPERTY AND INTANGIBLES


THIS ASSIGNMENT OF INTELLECTUAL PROPERTY AND INTANGIBLES ("Assignment") is given with respect to and in accordance with the Asset Purchase Agreement, dated as of May 31, 2000 (the "Purchase Agreement") by and between, among others, **RADIATOR EXPRESS WAREHOUSE**, a California corporation, ("Purchaser") and **RADIATORS PLUS, INC.**, a Texas corporation ("Seller"). Capitalized terms not otherwise defined in this Assignment shall have the respective meanings given to them in the Purchase Agreement.

Seller, for good and valuable consideration, the receipt and adequacy of which is acknowledged, hereby sells, assigns and transfers to Purchaser all of Seller's right, title and interest in and to the intellectual property and other intangibles of Seller identified on Exhibit A attached hereto and sold pursuant to Sections 2.1.5 and 2.1.6 of the Purchase Agreement.

IN WITNESS WHEREOF, Seller has executed this Assignment of Intellectual Property and Intangibles as of May 25, 2000.

SELLER:

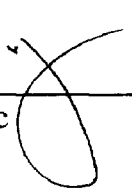
RADIATORS PLUS, INC.

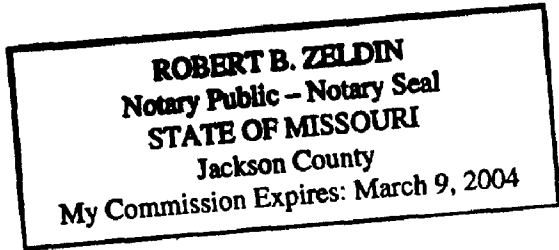
By: 

Name: SPENCER SCHERE

Title: PRESIDENT

Subscribed and sworn to this 25 day of May, 2000.


Notary Public



JUN. 2.2000 4:13PM TRIMBLE & ASSOC

NO. 761 F. 3/9

**EXHIBIT A
TO ASSIGNMENT OF INTELLECTUAL PROPERTY AND INTANGIBLES
by and among Radiator Express Warehouse and Radiators Plus, Inc.,**

INTELLECTUAL PROPERTY

1. Trade names "Radiators Plus" and "Radiators Plus, Inc."
2. Domain name "Radiatorsplus.com" as registered with Network Solutions, Inc., Invoice No. 19914757
3. Domain name "Radiatorsplus.cc" as registered with Internet Services Corporation, Registration No. 99092218454
4. Registered trademark "Radiators Plus" (design only), registered on December 14, 1994, Registration No. 54,099 (see attached).
5. Registered trademark "Radiators Plus" (design and name), registered on December 14, 1994, Registration No. 54,098 (see attached).

INTANGIBLES


1. See attached
2. Rights to the Toll-Free Number as provided in paragraph 3.9 of the Purchase Agreement

3. Utility Deposits:

<u>Location</u>	<u>Holder</u>	<u>Amount</u>
San Antonio, Texas	City Public Service	\$550.00
Dallas, Texas	TXU Gas Co.	\$30.00

4. Security Deposits (Real Property Leases):

<u>Location</u>	<u>Amount</u>
Dallas, Texas	\$1,192.00
San Antonio, Texas	\$984.00
South Houston, Texas	\$770.00
North Houston, Texas	\$1,511.11

J. G. Groen 

UNCORP\RADIATOR\RadTex\assign\intellect prop.v1