



To the Honorable Commissioner of Patents and Tr:

uments or copy thereof.

101613176

1. Name and Address of Conveying Party(ies):

Cleanworks, Ltd.
70 N.E. Loop 410, Ste. 545
San Antonio, Texas 78216

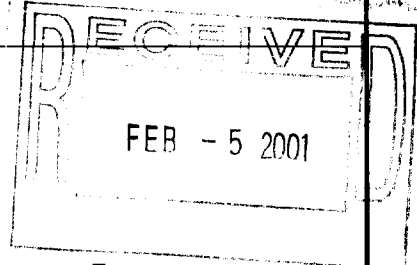
2-5-01

<input type="checkbox"/>	Individual(s)	
<input type="checkbox"/>	Association	
<input type="checkbox"/>	General Partnership	
<input checked="" type="checkbox"/>	Limited Partnership	Texas
<input type="checkbox"/>	Corporation -- State:	
<input type="checkbox"/>	Other:	
Additional Name(s) of Conveying Party(ies) Attached		

2. Name and Address of Receiving Party(ies):

Carroll Company
2900 West Kingsley Road
Garland, Texas 75041

<input type="checkbox"/>	Individual(s)	
<input type="checkbox"/>	Association	
<input type="checkbox"/>	General Partnership	
<input type="checkbox"/>	Limited Partnership	
<input checked="" type="checkbox"/>	Corporation -- State:	Texas
<input type="checkbox"/>	Other:	
Additional Name(s) of Receiving Party(ies) Attached		
Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.		



3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment	
<input type="checkbox"/>	Security Agreement	
<input type="checkbox"/>	Merger	
<input type="checkbox"/>	Change of Name	
<input type="checkbox"/>	Other:	

Execution Date:

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,712,573; 1,793,141

Additional Numbers Attached

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Daniel J. Chalker
Gardere Wynne Sewell
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4785 - Telephone
214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 2

7. Total Fee (37 CFR 3.41): \$65.00

<input type="checkbox"/>	Enclosed
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

Daniel J. Chalker, Reg. No. 40,552

January 31, 2001 Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as Express Mail to Addressee Label No. EL 646653985US in an envelope addressed to the U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy, Ste 320, Washington, D.C. 20231 on:

January 31, 2001 Date

Marsha S. Green

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 4

ASSIGNMENT

WHEREAS, CLEANWORKS, LTD., A Texas limited partnership, having an office at 70 N.E. Loop 410, Suite 545, San Antonio, Texas 78216, hereinafter referred to as Assignor, is the owner of the United States Trademark Registrations identified in Schedule A; and

WHEREAS, CARROLL COMPANY, a Texas corporation, having a business office at 2900 West Kingsley Road, Garland, Texas 75041, desires to acquire the right, title and interest in and to the trademarks identified in Schedule A .

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor agrees as follows:

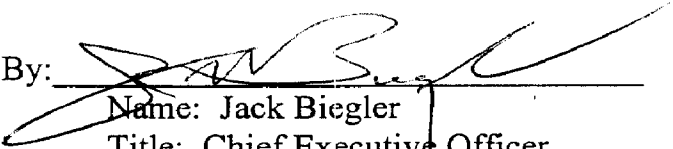
ASSIGNOR, as of the date of this Assignment, hereby assigns, transfers, and sells to Assignee, its successors, assigns and legal representatives the full and exclusive right, title, and interest in and to each of the trademarks listed in Schedule A, together with the goodwill of the business in which each such mark is used, as well as the right to sue for past infringement.

ASSIGNOR, further agrees to execute any and all Powers of Attorney, applications, assignments, declarations, affidavits and any other papers in connection therewith necessary to perfect in ASSIGNEE, its successors, assigns and legal representatives all right, title and interest to the trademarks conveyed by this Assignment.

Executed at San Antonio, Tx, this 31st day of OCTOBER, 2000.

CLEANWORKS, LTD.

By: Cleanser Investments 96-1, Inc.
Its General Partner

By: 
Name: Jack Biegler
Title: Chief Executive Officer

SCHEDULE A

United States Trademark Registrations

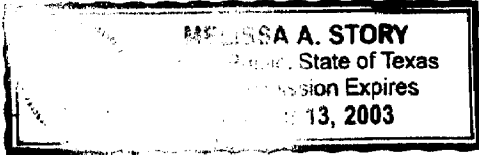
<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
1,712,573	09/01/92	Cleanworks
1,793,141	09/14/93	The Cleanworks Dilution Solution and Design

STATE OF TEXAS)
)
COUNTY OF _____)

On this 31st day of October, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jack Biegler, known to be the person of the above name who signed and sealed the foregoing instrument, and acknowledge the same to be his own free act and deed.

Melissa A. Story
Notary Republic

Melissa A. Story
Type/Print Name of Notary



My Commission Expires: 8/13/03