

03-20-2001

ET

Docket No.:

124510-1



101641175

Tab settings

To the Honorable Commissioner of Pa.

attached original documents or copy thereof.

1. Name of conveying party(ies):

Dover Resources, Inc.
4606 East 67th Street, Suite 100
Tulsa, Oklahoma 74136

3-8-01

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Delaware Capital Formation, Inc.

Internal Address: _____

Street Address: 1403 Foulk Road, Suite 102

City: Wilmington State: DE ZIP: 19803

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: March 1, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)



03-08-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #73

Additional numbers

B. Trademark Registration No.(s)

1,242,567

1,652,170

Yes No

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

Name: Carol M. Nielsen Phone: 713-276-5383

Internal Address: Patent Section

03/20/2001 GT0N11 00000019 1242567

01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 OP

Street Address: Gardere Wynne Sewell LLP

1601 Elm Street, Suite 3000

City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-0153

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.

Carol M. Nielsen

Name of Person Signing

Carol M. Nielsen

Signature

3-8-01

Date

EL 723937721US

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002253 FRAME: 0589



03-08-2001

U.S. Patent & TMOfo/TM Mail Ropt.Dt. #73

ASSIGNMENT OF TRADE

This assignment is made as of the 1st day of March, 2001 by DOVER RESOURCES, INC., a Delaware corporation whose address is 4606 East 67th Street, Suite 100, Tulsa, Oklahoma 74136-4981 (hereinafter referred to as "Assignor") to DELAWARE CAPITAL FORMATION, INC., a Delaware corporation having a place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803-2755 (hereinafter referred to as "Assignee").

WHEREAS, Assignor has adopted, used and is using and is the owner of the United States and foreign trademarks, applications for trademark registration and Certificates of Registration (hereinafter "Trademarks") described in Exhibit "A", attached hereto, and the goodwill of the business associated with and symbolized by the Trademarks; and

WHEREAS, Assignor has agreed to convey the Trademarks and all associated goodwill in the Trademarks to Assignee for good and valuable consideration;

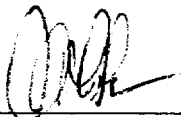
NOW, THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in and to the Trademarks identified in Exhibit A, and, the goodwill of the business associated with and symbolized by the Trademarks, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action in law or in equity for past, present or future infringement of the Trademarks, and to all rights corresponding to the foregoing throughout the world.

The terms, covenants and provisions of this agreement shall insure to the benefit of Assignee, its successors, assigns and other legal representatives, and shall be binding on Assignor, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 1st

day of March, 2001.

DOVER RESOURCES, INC.

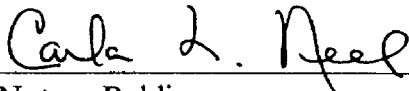
By: 

Keith T. Cole
Assistant Secretary/Treasurer

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF Kentucky :
 :
COUNTY OF Jefferson :

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 1st day of March, 2001, personally appeared Keith T. Cole, to me known personally, and who, being by me duly sworn, deposes and says that he is the Assistant Secretary/Treasurer of DOVER RESOURCES, INC., a Delaware corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public
My Commission Expires: August 31, 2004

(SEAL)

IN WITNESS WHEREOF, Assignor has executed this Assignment this _____

day of _____, 2001.

DELAWARE CAPITAL FORMATION, INC.

By: _____

Name: _____

Title: _____

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF _____ :

:

COUNTY OF _____ :

:

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this ____ day of _____, 2001, personally appeared _____, to me known personally, and who, being by me duly sworn, deposes and says that he/she is the _____ of DELAWARE CAPITAL FORMATION, INC., a Delaware corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and that he/she acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

(SEAL)

EXHIBIT A

Trademark	Trademark No.	Country
MANLEY	1,242,567	United States of America
MANLEY	TMA288120	Canada
REBECCA	1652170	United States of America
REBECCA	TMA389979	Canada
REBECCA	Application No. 1942-91	Venezuela
REBECCA	420215	Mexico