

Tab settings



To the Honorable Commissioner of

101893768

attached original documents or copy thereof.

1. Name of conveying party(ies):

11-4-01

Production Finance International, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Washington limited liability company
- 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: September 19, 2001

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

Name: Swag Industries

Internal Address: _____

Street Address: 5651 Palmer Way, Suite J

City: Carlsbad State: CA ZIP: 92008

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Cayman Islands
- 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)

75/871,119
75/583,845
76/144,314

B. Trademark registration No.(s)

1,994,102
1,981,840

Additional numbers attached? Yes No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102

2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41):..... \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

11/07/2001 LUELLER 00000005 75871119

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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.

Kathryn Jennison Shultz

Name of Person Signing

Signature

November 6, 2001

Date

Total number of pages comprising cover sheet: _____

1

TRADEMARK

REGISTRATIONS

WHEREAS, Production Finance International, L.L.C., a Washington limited liability company, having a place of business at 905 West Riverside, Suite 607, Spokane, Washington 99201, (hereinafter the "ASSIGNOR"), is the owner of the following trademarks and the U.S. applications and registrations therefor:

Mark	Serial No./Reg. No.	Filing Date/Issue Date
PROM	Serial No. 75/871,119	December 15, 1999
PROM	Reg. No. 1,994,102	August 13, 1996
SWAG	Reg. No. 1,981,840	June 25, 1996
TWIST	Serial No. 76/144,314	October 11, 2000
TWIST	Serial No. 75/583,845	October 27, 1998

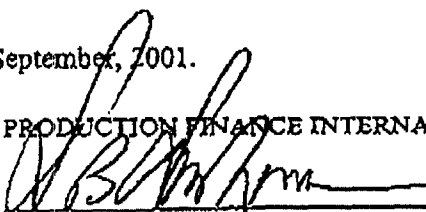
WHEREAS, Swag Industries, a Cayman Islands corporation, having a place of business at 5651 Palmer Way, Suite J, Carlsbad, California 92008, (hereinafter the "ASSIGNEE") is desirous of acquiring said trademarks and the applications and registrations therefor;

NOW, THEREFORE, for sufficient, good, and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE its entire right, title to and interest in said trademarks and the goodwill of the business associated with the trademarks and the applications and registrations therefor.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to ASSIGNEE for the pending applications.

Executed at Spokane, WA, this 19th day of September, 2001.

PRODUCTION FINANCE INTERNATIONAL, L.L.C.


 Name: Douglas B. Durham
 Title: Senior VP - Credit

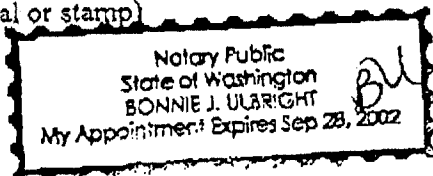
STATE OF WASHINGTON)


COUNTY OF Spokane) ss.
D.B. Durham

I certify that I know or have satisfactory evidence that he is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Senior V.P. of Production Finance International, L.L.C. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: 9/19/01

(Seal or stamp)




 Printed Name: BONNIE J. ULARIGHT
 Notary Public
 My appointment expires 9/28/02

FAFRASSIGNMENT.FRI TO SWAG - USA.DOC