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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document 11-05-2001

<p>1. Name of conveying party(ies):</p> <p><b>AMERICAN WATERLESS INTERNATIONAL CORPORATION</b></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>No <span style="margin-left: 100px;">11.5.01</span></p>	<p>2. Name and address of receiving <span style="float: right;">U.S. Patent &amp; TMO/TM Mail Rpt Dt. #26</span></p> <p>Name: <b>FALCON WATERFREE TECHNOLOGIES, LLC</b></p> <p>Internal Address:</p> <p>Street Address: <b>10900 Wilshire Boulevard, 15<sup>th</sup> Floor Los Angeles, CA 90024</b></p> <p>Country: <b>USA</b></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <span style="margin-left: 100px;"><input type="checkbox"/> Merger</span></p> <p><input type="checkbox"/> Security Agreement <span style="margin-left: 100px;"><input type="checkbox"/> Change of Name</span></p> <p><input type="checkbox"/> Other</p> <p>Execution Date: <b>October</b>, 2001</p>	

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

If this document is being filed together with a new application, the execution date of the application is:

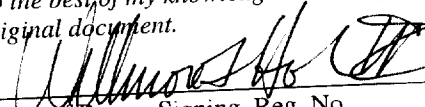
<p>A. Trademark Application No.(s) <b>76/108325 and 76/108328</b></p>	<p>B. Registration No.(s)</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>WILLMORE F. HOLBROW</b></p> <p>Internal Address:</p> <p><b>BLAKELY, SOKOLOFF, TAYLOR &amp; ZAFMAN</b></p> <p>Street Address: <b>12400 Wilshire Boulevard Seventh Floor</b></p> <p>City: <b>Los Angeles</b> State: <b>CA</b> ZIP: <b>90025</b></p>	<p>6. Total number of applications or registrations involved: <b>2</b></p> <p>7. Total fee (37 CFR 3.41) <b>\$80.00</b></p> <p><input checked="" type="checkbox"/> Enclosed <span style="margin-left: 100px;"><input type="checkbox"/> Authorized to be charged to deposit account</span></p> <p>8. Deposit account number: <b>02-2666</b></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

 Name of Person Signing, Reg. No.	<b>Willmore F. Holbrow III</b> Signature	<b>10/30/01</b> Date	Total number of pages including cover sheet, attachments & documents: <b>4</b>
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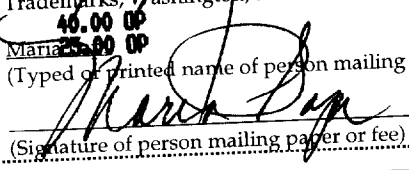
I hereby certify that this paper or fee is being deposited with the United States Postal Service, as "First Class Mail to Addressee" service under 37 CFR 1.10 on **11/08/2001** and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

11/08/2001 DBYRME 00000070 76108325 **129/01**

01 FC:481 46.00 OP

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JK



ASSIGNMENT

11-05-2001  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

WHEREAS, AMERICAN WATERLESS INTERNATIONAL CORPORATION, a California corporation, having a principal address of 10900 Wilshire Boulevard, 15<sup>th</sup> Floor, Los Angeles, California 90025 (hereinafter "Assignor") is the owner of U. S. Trademark Application Serial Nos. 76/108325 and 76/108328, (hereinafter the "Marks") as shown in the records of the U. S. Patent and Trademark Office; and

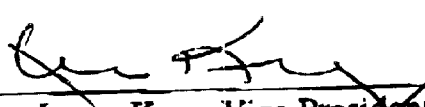
WHEREAS, FALCON WATERFREE TECHNOLOGIES, LLC, a California limited liability corporation, having a principal place of business at 10900 Wilshire Boulevard, 15<sup>th</sup> Floor, Los Angeles, California 90025 (hereinafter "Assignee"), is desirous of rights, title and interest to the Marks;

WHEREAS, Assignor is willing to transfer and assign all of acquiring all of its rights, title and interest to the Marks.

NOW, THEREFORE for good and valuable consideration, the receipt and sufficiency of which is expressly acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, all of its rights, title and interests to the Marks, together with the goodwill of the business, pertaining thereto and the registration and all common law rights thereto and including, but not limited to, the right to bring actions for past and future infringements of the Marks and the right to solely recover any damages, costs and settlements related to such infringements.

Dated: October 26, 2001

AMERICAN WATERLESS  
INTERNATIONAL CORPORATION

By   
James Krug, Vice President and Chief  
Operating Officer