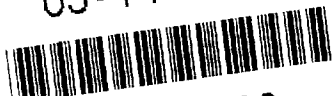


03-14-2002



102015038

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Heath and Company, L.L.C. 2.19.02 Individual(s) Association General Partnership Limited Partnership Corporation-State Other Nevada Limited Liability Company

2. Name and address of receiving party(ies) Name: Heath Sign Company, LLC Internal Address: Street Address: 2300 N. Highway 121 City: Euless State: TX Zip: 76039 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 12/28/01

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2140169; 2144060; 2144059; 2228820

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan M. Kornfield Internal Address: Street Address: Bodman, Longley & Dahling LLP 110 Miller, Suite 300 City: Ann Arbor State: MI Zip: 48104

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 02-2880

03/13/2002 01 FC:481 02 FC:482

9. Signature: Susan M. Kornfield Signature Date: 19 Feb. 2002

Total number of pages including cover sheet, attachments, and document: 4 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

EXHIBIT E

ASSIGNMENT OF TRADEMARKS

This Assignment dated as of December 28, 2001 is entered into by and between HEATH AND COMPANY, L.L.C., a Nevada limited liability company ("Seller") and HEATH SIGN COMPANY, LLC, a Delaware limited liability company ("Buyer").

PRELIMINARY STATEMENT

Seller and Buyer are parties to the Asset Purchase Agreement dated December 28, 2001 (the "Agreement"), pursuant to which Seller agreed to sell and assign to Buyer certain Intellectual Property assets of Seller, including certain trademarks and service marks (collectively, "Trademarks"), and to assign to Buyer its right, title and interest therein and all licenses therefor, together with all goodwill therein or associated therewith.

NOW, THEREFORE, in consideration of mutual promises herein contained in the respective representations, warranties, covenants and agreements enumerated in the Agreement, and intending to be legally bound, the parties hereto agree as follows:

1. **Definitions.** Capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed in the Agreement.
2. **Assignment.** Seller hereby assigns to Buyer all its right, title and interest in the Trademarks described on the attached Schedule A, together with all goodwill therein or associated therewith.
3. **Successors and Assigns.** This Assignment of Intellectual Property shall be binding upon Seller and shall be to the benefit of Buyer and its successors and assigns.

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Trademarks of the date first above written.

SELLER:

HEATH AND COMPANY, L.L.C.

BUYER:

HEATH SIGN COMPANY, LLC

Diana Laro
By:

[Signature]
By:

Schedule A

Trademarks Assigned

U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Heath	2,140,169	3/03/1998
Heath and Company	2,144,060	3/17/1998
Heath (and design)	2,144,059	3/17/1998
Oregon Sign (and design)	2,228,820	3/02/1999

s:\wp51\client20.01\heath\newco\tmassig1.doc