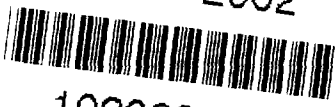


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE

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):

RAINDRIP, INC. and CLOUDBURST INC.

4-11-02

- Individual(s) Association General Partnership Limited Partnership Corporation State California Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 29, 2000

2. Name and address of receiving party(ies)

Name: MIST & COOL, LLC

Internal Address:

Street Address: 2250 Agate Court

City: Simi Valley State: CA Zip: 93062

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited liability company

If assignee is not domiciled in the United States, a domestic California 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)

B. Trademark Registration No.(s)

2,046,779

Additional number(s) attached Yes No

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

Name: David Weiss

Internal Address:

Street Address: 2551 Colorado Blvd.

City: Los Angeles State: CA Zip: 90041

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- 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

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.

David Weiss

Name of Person Signing (Attorney for Assignee)

Signature

3/28/02

Date

2

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002488 FRAME: 0578

ASSIGNMENT OF TRADEMARK

For valuable consideration, the receipt and adequacy of which is hereby acknowledged,  
RAINDRIP, INC. a California corporation, and  
CLOUDBURST INC., a California corporation  
(Partnership, hereinafter referred to as "ASSIGNORS")

do hereby confirm that they have sold, assigned, transferred and set over, and do hereby sell,  
assign, transfer and set over, unto

MIST & COOL, LLC, a California limited liability company,  
having a business address at Simi Valley, California,

the entire right, title and interest, both legal and equitable, of ASSIGNORS in and to the below  
identified trademark, with corresponding United States trademark registration, together with the  
good will of the business symbolized by such trademark, including the right to sue and recover  
for past infringement of such trademark, the same to be held and enjoyed by MIST & COOL,  
LLC, its successors and assigns, for its own use and behoof, as fully and entirely as the same  
would have been held and enjoyed by ASSIGNORS had this Assignment not been made:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
MIST&COOL	2,046,779	March 18, 1997

This Assignment is effective as of December 29, 2000.

RAINDRIP, INC.

By:   
Barry Hanish, President  
Print Name and Title

CLOUDBURST, INC.

By:   
Michael S. DAVIS, President  
Print Name and Title