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Attorney Docket No. 016872-000400

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OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARK

05-28-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #74

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

Tab settings

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

1. Name of conveying party(ies):  
UNICELL, INC. 5-28-02

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

Additional name(s) of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: UNICELL DISTRIBUTORS LTD.  
Internal Address:  
Street Address: 12120 - 103A Avenue  
City:Surrey State: British Columbia, CANADA ZIP: V3V 3G8

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - Canada  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other

Execution Date: April 30, 2000

4. Application Number(s) or Registration Number(s).  
 A. Trademark Application No(s):

B. Trademark Registration No(s): 1,421,959  
1,753,931

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Johanna F. Sistek, Esq.  
 TOWNSEND AND TOWNSEND AND CREW LLP  
 Two Embarcadero Center, 8<sup>th</sup> Floor  
 San Francisco, California 94111-3834  
 (415) 576-0200

6. Total number of applications and registrations involved .....2

7. Total fee (37 CFR 3.41): .....\$65.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(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 is true and correct and any attached copy is a true copy of the original document.*

Johanna F. Sistek  5/27/02  
 Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments and document: 3

06/10/2002 TBIAZ1 00000068 201430 1421959  
 01 FC:481 40.00 CH  
 02 FC:482 25.00 CH

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

TRADEMARK  
 REEL: 002522 FRAME: 0904

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In registrations of:

Unicell Distributors Ltd.

UNICELL

Reg. No. 1,421,959

UNICELL & Design

Reg. No. 1,753,931

DESIGNATION OF DOMESTIC  
REPRESENTATIVE

Commissioner for Trademarks  
Box ASSIGNMENT  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Madam:


The undersigned hereby appoints:

Johanna F. Sisteck  
Townsend and Townsend and Crew LLP  
Two Embarcadero Center, 8th Floor  
San Francisco, CA 94111

as its domestic representative upon whom notices or process and proceedings affecting these registrations may be served.

UNICELL DISTRIBUTORS LTD.

Dated: May 14, 2002

By:   
D.W. Tymkiw, President

SF 1345340 v1

**ASSIGNMENT**

WHEREAS, Unicell, Inc., a Washington corporation ("Assignor"), located and doing business at P.O. Box 98008, Tacoma, Washington 98498, is the owner of the following trademarks which are registered with the U.S. Patent and Trademark Office:


<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
UNICELL	1,421,959	December 23, 1986
UNICELL & Design	1,753,931	February 23, 1993

WHEREAS, Unicell Distributors Ltd., a Canadian corporation ("Assignee"), located and doing business at 12120 – 103A Avenue, Surrey, B.C. V3V 3G8, Canada, wishes to acquire said trademarks and the above-mentioned registrations;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all rights, title and interest in and to the trademarks and the said registrations, together with the good will of the business symbolized by the marks and the right to sue for any past infringement.

This Assignment is effective as of April 30, 2000.

UNICELL, INC.

By:   
Name: D.W. TYMKIW  
Title: DIRECTOR