

09-20-2002

CORDATION FORM COVER SHEET
TRADEMARKS ONLY

9/20/02



102227995

AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

MILLENNIUM JET, INC.

9-20-02

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State Nevada
- Other:

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

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

Name: KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine **State:** CA **ZIP:** 92614

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- 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) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: Security Interest

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) **June 10, 2002**

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: James B. Bear
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Fourteenth Floor
Street Address: 2040 Main Street
City: Irvine **State:** CA **ZIP:** 92614
Attorney's Docket No.: MILLENN.UCC1

7. Total fee (37 CFR 1.21(h)): \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 2

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.

James B. Bear
Name of Person Signing

Signature

9/17/02
Date

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

Mail documents to be recorded with required cover sheet information to:

09/20/2002 TDIAZ1 00000127 76068402

01 FC:481 40.00 OP
02 FC:482 25.00 OP

U.S. Patent and Trademark Office
Attn: Assignment Division
Crystal Gateway-4
1213 Jefferson Davis Highway, Suite 320
Arlington, VA 22202

TRADEMARK
REEL: 002585 FRAME: 0693

Trademark Status Report

Case Number	Trademark Name	Class	Country	Status	Application Number	Filing Date	Reg Number	Reg Date	Renewal Date
MILLENN-012T	XFV	12	US	Registered	76/068402	6/13/00	2560138	4/9/02	4/9/12
MILLENN-025T	MULE	12	US	Published	76/349828	12/11/01			

0216360609



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Cristina Diaz 949-863-5781

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Knobbe, Martens, Olson & Bear, LLP
 Attn: Cristina Diaz
 620 Newport Center Drive, 16th Floor
 Newport Beach, Ca 92660**



**FILED
 SACRAMENTO, CA
 JUN 10, 2002 AT 1700
 BILL JONES
 SECRETARY OF STATE**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
MILLENNIUM JET, INC.

OR
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1294 Anvilwood Avenue Sunnyvale CA 94089 US

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
CA NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Knobbe, Martens, Olson & Bear, LLP

OR
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
620 Newport Center Drive 16th Floor Newport Beach CA 92660 US

4. This FINANCING STATEMENT covers the following collateral:

"All of debtor's intellectual property which is the subject of secured party's representation, on any recoveries from litigation involving such intellectual property and on any other proceeds of such intellectual property, including but not limited to the property described on Attachment A hereto."

See Attached Exhibit "A"

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						