

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Commissioner of Patents and Trademarks:
Box Assignments
Washington, D.C. 20231

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
U.S. Intell, Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation (Illinois)
 Other _____

2. Name and address of receiving party(ies):
Marksmen, Inc.
P.O. Box 10038
Glendale, CA 91209

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation (Delaware)
 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) of conveying party(ies) attached? Yes No

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

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name

Execution Date: 20 August, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s):
76/385,330

B. Trademark registration No.(s):

Additional numbers attached? Yes No

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

Erica J. Heibel
HOWREY SIMON ARNOLD & WHITE, LLP
Ravenswood Avenue
Menlo Park, CA 94025

6. Total number of applications and registrations involved:

1

7. Total fee (37 C.F.R. § 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 Charge deposit account in the event the check is inadvertently omitted, or the amount is insufficient

8. Deposit account number: 08-3038
Order No. 11355.0153.00US00

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.

Erica J. Heibel

 Signature

02/21/03

Date

Name of Person Signing

EXHIBIT B**TRADEMARK ASSIGNMENT**

WHEREAS, U.S. Intell, Inc., an Illinois Corporation, with a principal place of business in Glenview, Illinois, ("Assignor"), has adopted, owns and is using the service mark U.S. INTELL ("the Mark"); and

WHEREAS, Assignor owns an application for federal registration of the Mark pending before the United States Patent and Trademark Office, Application Serial No. 76/385,330; and

WHEREAS, Marksmen, Inc., a Delaware Corporation with a principal place of business in Glendale, California ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the application for registration thereof.

Date: 20 AUG 2002

ASSIGNOR

By: 

Name: Thomas J. Severin

Title: President

Company: U.S. INTELL, Inc