

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Winston Staffing Services, LLC		02/09/2004	Limited Liability Company: NEW YORK

RECEIVING PARTY DATA	
Name:	Winston Resources, LLC
Street Address:	122 East 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Limited Liability Company: NEW YORK

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1121556	ROTH YOUNG
Registration Number:	1120697	ROTH YOUNG
Registration Number:	1116173	DIVISION 10
Registration Number:	1512989	ROTH YOUNG PRIORITY SEARCH
Registration Number:	1578068	ALPHA
Registration Number:	880634	ROTH YOUNG

CORRESPONDENCE DATA	
Fax Number:	(212)371-1084
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(212) 508-6739
Email:	prutzman@tanhelp.com
Correspondent Name:	L. Donald Prutzman
Address Line 1:	900 Third Avenue
Address Line 4:	New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	10537.00
-------------------------	----------

CH \$165.00 1121556

NAME OF SUBMITTER:

L. Donald Prutzman

Total Attachments: 2

source=Winston Assignment p1#page1.tif

source=Winston Assignment p2#page1.tif

TRADEMARK ASSIGNMENT

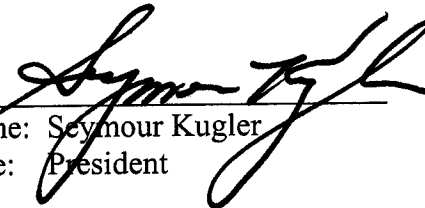
KNOW ALL MEN BY THESE PRESENTS, that, for good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, Winston Staffing Services, LLC, a New York limited liability company ("Assignor") hereby transfers and assigns to Winston Resources, LLC, a New York limited liability company ("Assignee"), all of Assignor's right, title and interest in and to all trademarks owned by Assignor, including, but not limited to the trademarks identified on Schedule A hereto, that currently exists or may be secured now or in the future under the laws now or hereafter in force and effect in the United States or in any country or jurisdiction in the world, including, but not limited to, the right to sue for past infringement, together with the goodwill of the business symbolized by such trademarks.

IN WITNESS WHEREOF, Assignor has executed this assignment as of the 6th day of January 2004.

WINSTON STAFFING SERVICES, LLC

By: Winston Resources, LLC
Member

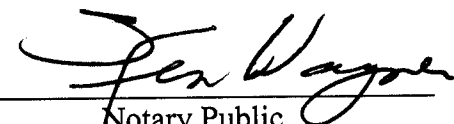
By: Winston Resources, Inc.
Member

By: 
Name: Seymour Kugler
Title: President

ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 9th day of February 2004, before me, the undersigned, a Notary Public in and for said state, personally appeared SEYMOUR KUGLER personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

KEN WAGNER
Notary Public, State of New York
No. 01WA480682
Qualified in Nassau County
Commission Expires March 30, 2006

TRADEMARK

REEL: 002790 FRAME: 0616

EXHIBIT A

A. ROTH YOUNG (stylized), including, but not limited to, United States Trademark Registration No. 1.121.556;

B. ROTH YOUNG and map design, including, but not limited to, United States Trademark Registration No. 1,120,697;

C. DIVISION 10, including, but not limited to, United States Trademark Registration No. 1,116,173;

D. ROTH YOUNG, including, but not limited to, United States Trademark Registration No. 880,634;

E. ROTH YOUNG PRIORITY SEARCH, including, but not limited to, United States Trademark Registration No. 1,512,989;

F. ALPHA, including, but not limited to, United States Trademark No. 1,578,068;

G. ALFA, including, but not limited to, New York State Trademark Registration No 17120.