

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
Windfalls Distributing, Inc.		03/25/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	PANTHEON CHEMICAL, INC.		
Street Address:	225 W. Deer Valley Rd.		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85027		
Entity Type:	CORPORATION: ARIZONA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2324678	MPRO7	
CORRESPONDENCE DATA			
Fax Number:	(602)382-6070		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(602) 382-6250		
Email:	lfraley@swlaw.com		
Correspondent Name:	R. Lee Fraley		
Address Line 1:	400 East Van Buren		
Address Line 4:	phoenix, ARIZONA 85004		
NAME OF SUBMITTER:	R. Lee Fraley		
Signature:	/R. Lee Fraley/		
Date:	03/31/2005		

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Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Windfalls Distributing, Inc., having a current mailing address at P.O. Box 54988, Phoenix, Arizona 85078 ("ASSIGNOR"), is the owner of the entire right, title and interest in and to the marks listed on the attached Appendix A;

AND WHEREAS, Pantheon Chemical, Inc., an Arizona corporation, having a principal place of business and mailing address at 225 W. Deer Valley Rd., Suite #4 Phoenix, Arizona 85027 ("ASSIGNEE"), is desirous of acquiring said marks;

NOW, THEREFORE, in consideration of monies and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby sells, assigns, and transfers unto ASSIGNEE, its successors, assigns, and legal representatives, the full and exclusive worldwide right, title, and interest in and to any and all rights associated with the marks identified in the Appendix "A", including, without limitation, the common law trademark rights associated with the marks, any and all State trademark applications associated with the marks, any and all United States trademark applications associated with the marks, and any foreign trademark rights associated with the marks, including the goodwill embodied with the marks, any and all stylized and typed versions of the marks, the right to obtain further trademark registrations related thereto, and the right to sue for infringements and past infringements thereof.

ASSIGNOR hereby requests the Commissioner of Trademarks of the United States and any Official of any country or countries foreign to the United States whose duty it is to receive or register trademarks or applications therefor to record ASSIGNEE as the owner of the marks and to issue all registrations for said marks, to be in the name of ASSIGNEE, as assignee of the marks, for the sole use of ASSIGNEE, its successors, legal representatives, and assigns, in accordance with the terms of this Assignment.

ASSIGNOR:

WINDFALLS DISTRIBUTING, INC.

By: [Signature]

Typed/Printed Name: MARTEN J. NINER

Title: PRESIDENT

STATE OF ARIZONA)
COUNTY OF Maricopa) SS

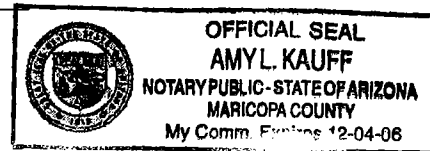
On this 25 day of March, 2005, before me appeared Marten Niner, the person who signed this instrument, who acknowledged that he or she signed it as a free act on behalf of the identified corporation.

[SEAL]

My Commission Expires:

12/04/06

[Signature]
Notary Public



ASSIGNEE:

PANTHEON CHEMICAL, INC.

By: [Signature]

Typed/Printed Name: Laura Roberts

Title: CEO

STATE OF ARIZONA)
COUNTY OF Maricopa) SS

On this 25 day of March, 2005, before me appeared Laura Roberts, the person who signed this instrument, who acknowledged that he or she signed it as a free act on behalf of the identified corporation.

[SEAL]

Amyl Kauff
Notary Public

My Commission Expires:

12/04/06



APPENDIX "A"

TRADEMARKS

U.S.

Registration No.	Mark	Filing Date	Issue Date
2,324,678	M-PRO7	06/24/1999	02/29/2000
	M-PRO 7 (Common Law)		