

02-28-2005

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

<p>1. Name of conveying party(ies):</p> <p>Hanna Car Wash Systems International, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited <input type="checkbox"/> Corporation-TX Partnership <input checked="" type="checkbox"/> Other <u>Oregon Limited Liability Company</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Jim Coleman Company</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>5842 W. 34th Street</u></p> <p>City <u>Houston</u> State <u>TX</u> ZIP <u>77092</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-TX _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 28, 2005</u></p>	
<p>4. Application number(s) or registration number(s): See Attached</p> <p>A. Trademark App. No. (s): _____ B. Trademark Reg. No. (s): See Attached</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Dennis E. Stenzel</u> Address: <u>Chernoff, Vilhauer, McClung & Stenzel, LLP</u> <u>1600 ODS Tower</u> <u>601 SW Second Avenue</u> <u>Portland, Oregon 97204</u></p>	<p>6. Total number of applications and registrations involved: [12]</p> <p>7. Total fee (37 CFR 3.41 and 2.6(6))---\$ <u>315</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Any deficiencies in enclosed fees authorized to be charged to deposit account</p> <p>8. Deposit Account No. <u>03-1550</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature.</p> <p>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.</p> <p><u>DENNIS E. STENZEL</u> <i>Dennis E. Stenzel</i> <u>Feb 15 '05</u> Name of Person Signing Signature Date</p> <p>Total number of pages comprising cover sheet, attachments, and documents: _____</p>	
<p style="text-align: center;">Do not detach this portion</p> <p>Mail documents to be recorded with required cover sheet information to:</p> <p style="text-align: center;">Mail Stop Assignment Recordation Services Director of the USPTO P.O. Box 1450 Alexandria, VA 22313-1450</p> <p>Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.</p>	

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OPR/FINANCE

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01 FC:8521
02 FC:8522

40.00 OP
275.00 SP

TRADEMARK
REEL: 003128 FRAME: 0201

UNITED STATES TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
RUB A DUB	11/28/67	839,530
HANNA	07/13/71	916,232
CAR IN DIAMOND DESIGN ONLY	05/21/74	984,722
CAR IN DIAMOND DESIGN ONLY	07/16/85	1,348,838
HANNA	07/16/85	1,348,839
HANNA COLOR OBJECT	07/16/85	1,349,967
HANNA AND DESIGN	07/23/85	1,350,215
OPERATOR'S CHOICE	09/09/97	2,094,453
PERFORMANCETRAC	07/06/99	2,259,812
METROWASH	03/12/02	2,547,598
NOTHING'S TOUGHER	05/25/04	2,844,941
CAR LOGO	08/24/04	2,876,673

ASSIGNMENT

WHEREAS, HANNA CAR WASH SYSTEMS INTERNATIONAL, LLC, an Oregon limited liability company (hereinafter referred to as "HANNA" and "ASSIGNOR"), is the owner of those U.S. and foreign trademark applications and trademark and assumed business name registrations shown on the attached Schedule 4.9;

AND WHEREAS, JIM COLEMAN COMPANY, a Texas corporation, (hereinafter referred to as "COLEMAN" and "ASSIGNEE"), is desirous of acquiring all of the right, title and interest in and to the said trademarks and assumed business name and the registrations therefor, together with the goodwill of the business with which said trademarks are used and which is symbolized by such trademarks, and any and all future registrations of said trademarks;

AND WHEREAS, HANNA is the owner of those U.S. Patents set forth in the attached Schedule 4.9 and is the exclusive licensee of the foreign patent rights to the invention comprising the subject matter of the Australian, Canadian, European and Japanese Patent Applications set forth on the attached Schedule 4.9;

AND WHEREAS, COLEMAN desires to acquire said Patents and the foreign patent rights to said patent applications;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said trademarks, all registrations of said trademarks, the right to recover for past infringement of said trademarks, and the goodwill of the business in connection with which said trademarks are used and which is symbolized by said trademarks, for said ASSIGNEE's own use and enjoyment, and for the use and enjoyment of said ASSIGNEE's successors, assigns or other legal representatives;

and ASSIGNOR further assigns unto said ASSIGNEE its entire interests in and to said U.S. Patents and its entire interests in said license rights in said Australian, Canadian, European and Japanese patent applications and any improvements, reissues, extensions, divisionals, continuations or continuations-in-part that may be made or granted thereon.

Executed this 28th day of January, 2005.

HANNA CAR WASH SYSTEMS
INTERNATIONAL, LLC

By *James Perris*
James Perris, CEO

STATE OF OREGON)
) ss.
County of Multnomah)

On this 28th day of January, 2005, before me personally appeared James Perris and acknowledged said instrument to be his voluntary act and deed.



Cynthia Morris
Notary Public for Oregon
My Commission Expires: 6-5-06

SCHEDULE 4.9**PROPRIETARY RIGHTS**

License Agreement dated July 30, 2002, between Chase Industries, Inc. and Seller.

Registration	Description	Identification No.
Rub A Dub	Trademark (U.S.)	Reg. No. 839,530
Hanna	Trademark (U.S.)	Reg. No. 916,232
Car in Diamond Design Only	Trademark (U.S.)	Reg. No. 984,722
Car in Diamond Design Only*	Trademark (U.S.)	Reg. No. 1,348,838
Hanna	Trademark (U.S.)	Reg. No. 1,348,839
Hanna Color Object	Trademark (U.S.)	Reg. No. 1,349,967
Hanna and Design*	Trademark (U.S.)	Reg. No. 1,350,215
Operator's Choice	Trademark (U.S.)	Reg. No. 2,094,453
Hanna-Sberman	Trademark (U.S.)	Reg. No. 2,181,929
HSI	Trademark (U.S.)	Reg. No. 2,252,489
HSI & Design	Trademark (U.S.)	Reg. No. 2,183,825 ***
Performance Trac	Trademark (U.S.)	Reg. No. 2,259,812
Metrowash	Trademark (U.S.)	Reg. No. 2,547,598
Nothing's Tougher	Trademark (U.S.)	Reg. No. 2,844,941
Car Logo	Trademark (U.S.)	Reg. No. 2,876,673
Hanna with Device	Trademark Application (Japan)	App. No. 2004-089127
Car Washing Device	Trademark (Japan)	Reg. No. 1395108
Frame for car wash equipment	Patent (U.S.)	D 415,863 (assignee: Hanna Car Wash Systems International, LLC)
Proximity detector system for automatic car washer/dryer equipment**	Patent (U.S.)	4,587,688 (inventor: Harry Gougoulas)
Scrubbing apparatus for vehicles	Patent (U.S.)	4,744,122 (inventors: Beer and Larson)
Apparatus for washing the upright surfaces of vehicles	Patent (U.S.)	4,756,041 (inventor: Daniel Hanna)
Air dryer for use in a vehicle washing system	Patent (U.S.)	6,449,877 (assignee: Hanna Car Wash Systems International, LLC)
Automobile air dryer	Design Patent Application (U.S.)	29/164,513 (inventor: Daniel Hanna)
Liquid spray apparatus, system and method	Patent Application (Australia)	2002211900 (inventor: Steve Chase)

Registration	Description	Identification No.
Liquid spray apparatus, system and method	Patent Application (Canada)	2424956 (inventor: Steve Chase)
Liquid spray apparatus, system and method	Patent Application (Europe)	01979994.9 (inventor: Steve Chase)
Liquid spray apparatus, system and method	Patent Application (Japan)	534 007 2002 (inventor: Steve Chase)
Assumed business name registered in state of Oregon	Hanna Car Wash	

* trademark registration is listed as John Mitchell Inc., as bankruptcy trustee, and Seller will use reasonable efforts to effect transfer of these trademarks prior to Closing

** expires March 4, 2005

*** final deadline to file declaration of continued use is February 25, 2005