

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BALLANTYNE OF OMAHA, INC.		12/01/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BTN MANUFACTURING, INC.		
<b>Street Address:</b>	4350 MCKINLEY STREET		
<b>City:</b>	OMAHA		
<b>State/Country:</b>	NEBRASKA		
<b>Postal Code:</b>	68112		
<b>Entity Type:</b>	CORPORATION: NEBRASKA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2377044	AERO-SKIM	
Registration Number:	1852214	SKIMERATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(217)352-2169		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	217 352-7661		
<b>Email:</b>	tsjeffer@rosklaw.com		
<b>Correspondent Name:</b>	Tim Jefferson		
<b>Address Line 1:</b>	501 W. CHURCH		
<b>Address Line 4:</b>	CHAMPAIGN, ILLINOIS 61820		
<b>NAME OF SUBMITTER:</b>	Timothy S. Jefferson		
<b>Signature:</b>	/Timothy S. Jefferson/		
<b>Date:</b>	12/12/2007		

Total Attachments: 2

**900093941**

**TRADEMARK  
 REEL: 003676 FRAME: 0343**

**OP \$65.00 2377044**

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source=Bill of Sale - Ballantyne to BTN#page2.tif

**BILL OF SALE**

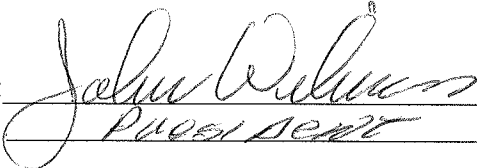
KNOW ALL MEN BY THESE PRESENTS: This Bill of Sale is made this \_\_\_\_ day of December, 2007, by BALLANTYNE OF OMAHA, INC., a Delaware corporation, having its principal place of business at 4350 McKinley Street, Omaha, Nebraska 68112 (hereinafter referred to as the "Seller"), to BTN MANUFACTURING, INC. f/k/a DESIGN & MANUFACTURING, INC., a Nebraska corporation, having its principal place of business at 4350 McKinley Street, Omaha, Nebraska 68112 (hereinafter referred to as the "Buyer").

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, in hand paid, the receipt of which is hereby acknowledged, Seller does by these presents hereby grant, convey, bargain, sell, assign, set over, transfer and deliver unto Buyer, its successors and assigns, all of the right, title and interest of Seller in and to the Aero-Skim and Skimerator Trademarks (hereafter referred to as "Trademarks"), free and clear of all mortgages, pledges, liens, security interests, conditional sales agreements, charges, encumbrances, restrictions and equities.

Seller does hereby covenant with Buyer and with its successors and assigns that: (i) it is lawfully possessed of the said Trademarks which it is transferring to Buyer hereby; (ii) it has good and marketable title to said Trademarks and good and lawful right and authority to convey the same to Buyer; (iii) it will warrant and forever defend the same unto Buyer and its successors and assigns forever against the lawful claims of all persons whomsoever; and (iv) it will execute and deliver to Buyer and its successors and assigns such other and further instruments of transfer, assignment and conveyance, and all such notices, releases, acquittances and other documents, and to use its best efforts to secure all such consents and waivers, as may be necessary to more fully transfer, assign and convey to and vest in Buyer said Trademarks hereby transferred, assigned and conveyed or intended so to be.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer on the day and date first above written.

BALLANTYNE OF OMAHA, INC., a Delaware corporation, "Seller"

By:   
It: President

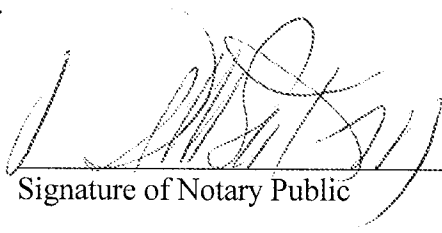
STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF Champaign )

On December 10, 2007, before me, a Notary Public, personally appeared Chris Stark, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



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\_\_\_\_\_  
Signature of Notary Public