

07-21-1999

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To the Honorable Commissioner of Patents and Trademark Office



Attached original documents or copy thereof.

1. Name of conveying party(ies):

Aqualift, Inc.

101095641

Address of receiving party(ies):

Name: Gary L. Anderson

Internal Address:

Street Address: 1118 Cheshire Lane

City: Houston State: TX ZIP: 77018

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

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

- Individual(s) citizenship U.S.A.
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 14, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/591,064

(Nov. 16, 1999)

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Bill B. Berryhill

Internal Address:

Street Address:

6300 West Loop South, #280

City: Bellaire State: TX ZIP: 77401

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Bill B. Berryhill
Name of Person Signing

Bill B. Berryhill
Signature

7/14/99
Date

Total number of pages comprising cover sheet: 2

TRADEMARK ASSIGNMENT

State of Texas }
 }
County of Harris }

Whereas Aqualift, Inc., of Houston, Texas had adopted, used and is using the mark "The Smart Foundation" for which an application for registration was applied for in the United States Patent Office, Ser. No. 75/591,064 dated November 16, 1998; and

Whereas Gary L. Anderson, residing at 1118 Cheshire Lane, Houston, Texas, is desirous of acquiring said mark and the registration thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Aqualift, Inc. does hereby assign unto the said Gary L. Anderson all rights, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the application for registration thereof, Ser. No. 75/591,064.

AQUALIFT, INC.

BY:

[Handwritten signature]

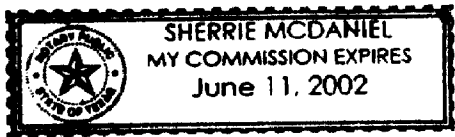
TITLE: President

State of Texas }
 }
County of Harris }

Before me, the undersigned authority, on this day personally appeared Gary L. Anderson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he is the President of Aqualift, Inc. and that he executed the same in the capacity and for the purposes and consideration therein expressed.

Given under my hand and seal of office this 14th day of July, A.D. 1999.

[Handwritten signature: Sherrie McDaniel]
Notary Public in and for
the State of Texas



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