

05-15-2001



Assistant Commissioner for

101717318

ed original documents or copy thereof.

1. Name of conveying party(is):

AERVOE-PACIFIC COMPANY

Additional name(s) of conveying party(is) attached?

Yes No

3. Nature of conveyance:

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

Execution Date: April 23, 2001

2. Name and address of receiving party(is):

Name: ATHENA INTERNATIONAL, INC.
 Mailing Address: P.O. Box 398
 Street Address: 1100 Mark Circle
 City: Gardnerville
 State: Nevada
 ZIP: 89410

Additional name(s) and address(es) attached?

Yes No

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



If this document is being filed together with a new application,
 the execution date of the application is: _____
 File No.: _____ Title: _____

04-30-2001

U.S. Patent & TMOs/TM Mail Rcpt Dt. #70

A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,880,338

Additional numbers attached? Yes No

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

Name: Mark C. Jacobs, Esq.
 Address: 3033 El Camino Avenue
 City/State/Zip: Sacramento, CA 95821

6. Total number of assignments and trademarks involved: ONE (1)

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

Enclosed
 Authorized to be changed to deposit account

8. Deposit account number: _____
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mark C. Jacobs, Esq.
Name of Person Signing

Signature

4-25-01
Date of Signature

ASSIGNMENT

THIS ASSIGNMENT is made between AERVOE-PACIFIC COMPANY, INC., whose address is P.O. Box 485, Gardnerville, NV 89410 an (ASSIGNOR) and ATHENA INTERNATIONAL, INC. , whose address is P.O. Box 398, Gardnerville, NV 89410 (ASSIGNEE) with reference to the following facts:

A. Assignor has adopted and used in his business a trademark which is registered under Certificate No. 1,880,338 dated February 28, 1995 in the United State Patent and Trademark Office (the "SPEEDIP"); and

B. Assignee is desirous of acquiring the Trademark.

THEREFORE, it is agreed:

In consideration of the sum of \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor has sold, assigned and transferred and by this Assignment does sell, assign and transfer unto Assignee ATHENA INTERNATIONAL, INC. the entire right, title and interest in and to the Trademark and the registration thereof No. 1,880,338 together with the good will of the business in connection with which the Trademark is used.

<u>David A. Williams</u>	<u>David A. Williams</u>
ASSIGNOR AND TITLE	ASSIGNEE
<u>Aerove - Pacific Company</u>	<u>Athena International Inc</u>
<u>Inc</u>	

4-23-01
DATE OF SIGNATURE

4-23-01
DATE OF SIGNATURE