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(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Taunton Corporation, Ltd. *08/23/01*

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: August 15, 2001

2. Name and address of receiving party(ies)

Name: Fleming Trust  
Internal \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: 12260 Nacopoches, Suite 102  
City: San Antonio State: Texas Zip: 78217

- Individual(s) citizenship \_\_\_\_\_
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,671,396

Additional number(s) attached  Yes  No

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

Name: Michelle L. Evans

Internal Address: \_\_\_\_\_

Street Address: 700 N. St. Mary's Street  
Suite 1500

City: San Antonio State: Texas Zip: 78205

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)

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.

Michelle L. Evans  
Name of Person Signing

Michelle L. Evans 08.20.01  
Signature Date

Total number of pages including cover sheet, attachments, and document 3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

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TRADEMARK  
REEL: 002361 FRAME: 0923

## ASSIGNMENT

WHEREAS, Taunton Corporation, Ltd., a Texas corporation, ("Assignor") has adopted, used, and was the owner of the following service mark now registered in the United States Patent and Trademark Office and in the appropriate foreign trademark office(s):

APPLICATION NO. REGISTRATION NO.	FILING DATE ISSUE DATE	TRADEMARK
App. 73/804,291 Reg. 1,671,396	Filed: June 5, 1989 Issued: January 7, 1992	MIDNIGHT RODEO

WHEREAS, Fleming Trust, a U.S. Virgin Islands Trust, located at 12260 Nacogdoches, Suite 102, San Antonio, Texas 78217 ("Assignee"), is desirous of recording its entire right, title and interest in, to and under the same trademark:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to the said ASSIGNOR in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the said trademark(s), and the said United States application(s) and all trademarks of the United States which may be granted thereon, and all renewals or reissues thereof; and all applications for trademarks which may hereafter be filed for said mark in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Trademark Laws of the United States or any international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; together with the goodwill of the business symbolized by the trademark(s) and said applications to register said trademark(s); and any and all causes of action thereto that may have heretofore accrued in ASSIGNOR's favor, including the right to sue for and recover for prior acts of infringement.

AND ASSIGNOR HEREBY authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue trademarks, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND ASSIGNOR HEREBY covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreement in conflict herewith.