

12-06-2001

NOV 14



REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

101908833

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

1. Name of conveying party(ies):

Todd Brothers, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (California)
- Other _____

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: CBMG, LLC, a California Limited Liability

Internal N/A Company

Address: _____

Street Address: 15230 San Fernando Mission Blvd
Suite 107, Mission Hills, CA 91345
City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company

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)

N/A

B. Trademark Registration No.(s)

1,512,166; 1,560,287

Additional number(s) attached Yes No

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

Name: Mr. Dennis Lunder

Internal Address: N/A

Street Address: 15230 San Fernando
Mission Blvd., Suite 107

Mission Hills
City: _____ State: CA Zip: 91345

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$65.00

- 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.

Sara C. Todd
Name of Person Signing

Sara C. Todd November 8, 2001
Signature Date

Total number of pages including cover sheet, attachments, and document: 7

12/05/2001 LNUELLER 00000200 1512166

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

01 FC:481 40.00 OP
02 FC:482 25.00 OP

ASSIGNMENT OF TRADEMARKS

Todd Brothers, Inc., a corporation organized under the laws of the State of California, located at 2429 Windmill View Rd., El Cajon, California 92020 ("Assignor"), owns certain marks ("Marks") as set forth on Exhibit "A" attached hereto and fully incorporated herein, for which Assignor owns the U.S. trademarks granted by the United States Patent and Trademark Office as listed on Exhibit "A" ("Trademarks").

Assignor and CBMG, LLC, a limited liability company organized under the laws of the State of California, located at 15230 San Fernando Mission Blvd., Suite 107, Mission Hills, California 91345 ("Assignee") are parties to that certain Asset Purchase Agreement, dated as of November 1, 2001 ("Agreement"), pursuant to which Assignor agreed to sell, transfer and assign to Assignee certain intellectual property rights, including all right, title and interest in and to the Marks and Trademarks in exchange for the consideration set forth in the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby irrevocably assigns, conveys and transfers to Assignee all of Assignor's worldwide right, title and interest in and to the Marks and Trademarks, all licenses therefor held by Seller, and all registrations and recordings thereof, and all applications filed or to be filed in connection therewith, including applications and resulting registrations in the United States Patent and Trademark Office, any State of the United States, or in any other country in the world, and all extensions and renewals thereof, together with (i) all modifications, variations, derivative marks and names based upon the Marks and Trademarks used in Seller's business; (ii) all claims, causes of action and all rights to sue and recover for past, present and future infringements or unauthorized use of any of the Marks and Trademarks, and all rights arising therefrom and pertaining thereto; (iii) all rights corresponding to the Marks and Trademarks throughout the world; and (iv) any jointly held rights in any of the foregoing, whether by contract or otherwise.

Assignor hereby irrevocably appoints Assignee as its attorney-in-fact coupled with an interest to act in Assignor's name, place and stead to execute, deliver and record any documents or instruments of assignment or otherwise required in any country in which the Marks or Trademarks are issued, or in which Assignee desires to seek protection for the Marks or Trademarks. Assignor hereby represents and warrants that it has not previously assigned, transferred, pledged, liened or otherwise encumbered the Marks or Trademarks or taken any other action which would conflict with this Assignment.

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of November 1, 2001.

TODD BROTHERS, INC.,
a California corporation

By:


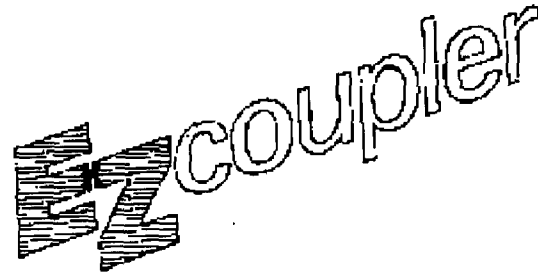

Sara C. Todd, President and Secretary

EXHIBIT "A"

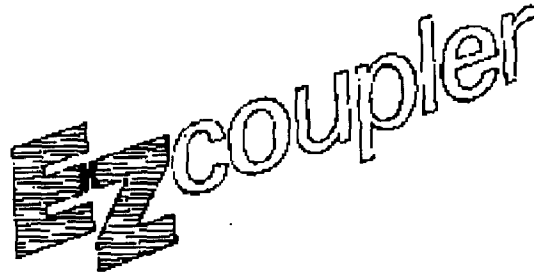
| Country of Registration | Registration No. | Registration Date |
|-------------------------|------------------|-------------------|
| United States | 1,512,166 | November 8, 1988 |
| United States | 1,560,287 | October 10, 1989 |

COMMON LAW TRADEMARKS:

E-Z COUPLER



E-Z COUPLER LOGO:



E-Z COUPLER AND

LOGO DESIGN

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

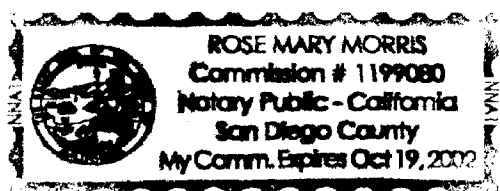
County of SAN DIEGO } ss.

On 11-13-2001, before me, Rose Mary Morris, Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared SARA C. Todd
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.
Rose Mary Morris
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document
Title or Type of Document: Assignment of Trademarks

Document Date: 11-1-2001 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

- Signer's Name: SARA C. Todd
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: President and Secretary

Signer Is Representing: Todd Brothers, Inc.

