

02-20-2002



101987690

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

1. Name of conveying party(ies):

TDS Distributors, Inc.
(New York Corporation)

2-13-02

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

Marksmen
116 N. Maryland Ave.
Glendale, CA 91206

3. Nature of conveyance:

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

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: Nevada Limited Liability Co.

Execution Date: November 15, 2001

Effective Date: November 15, 2001

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,032,726

2002 FEB 13

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

Travis P. Boozer, Esq.
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Telephone: 202-739-5977
Facsimile: 202-739-3001
E-Mail: tboozer@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41) \$ 40.00

- Check enclosed.
- Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number:

13-4520

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.

Travis P. Boozer
Name of Person Signing

Travis P. Boozer
Signature

February 12, 2002
Date

Total number of pages including cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

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Trademark Assignment

This Trademark Assignment is made on November 15, 2001, by TDS Distributors, Inc., located at 2090 Route 110, Farmingdale, NY 11735 ("Assignor"), in favor of Marksmen, located at 116 N. Maryland Avenue, Glendale, CA 91206 ("Marksmen").

Introduction

A. Assignor acquired the White Cloud mark and related goodwill from Halbros Control Industries ("Halbro") and now owns whatever rights Halbro had, including (without limitation) trademark Registration No. 1,032,726 (together, the "Mark").

B. Marksmen desires to acquire all of Assignor's rights in and to the Mark, and the goodwill associated with the Mark.

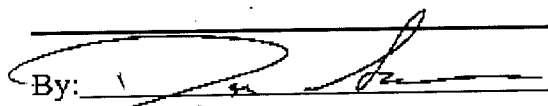
Terms

Assignor assigns to Marksmen all of its right, title, and interest in the Mark, together with the goodwill of the business symbolized by the Mark. All rights and privileges associated with the Mark will be owned by Marksmen, its successors and assigns.

Assignor will promptly supply Marksmen with a copy of whatever documentation it has to show that it acquired the Mark from Halbro.

This assignment will be effective once Marksmen delivers to Assignor \$5,000 (U.S.) as payment for the purchase of the Mark and its associated goodwill.

TDS Distributors, Inc.:

By: 
Name: Don Socca
Title: President