

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carbon Associates, Inc.		07/27/2006	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	Ashburn Hill Corp
Street Address:	3701 Carbtex Road
City:	Angleton
State/Country:	TEXAS
Postal Code:	77515
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2656381	
Registration Number:	2737778	NUAC
Registration Number:	2747960	NUSHIELD
Registration Number:	2737777	NUOX
Registration Number:	2345476	TECGEN
Registration Number:	2380627	CARBTEX
Registration Number:	2378766	IGNITIONGARD
Registration Number:	2378765	BLACKBATT
Registration Number:	2394871	NUGEN

CORRESPONDENCE DATA	
Fax Number:	(713)650-2400
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713-650-2778
Email:	hehrlich@winstead.com

OP \$240.00 2656381

Correspondent Name: Henry L. Ehrlich
Address Line 1: P.O. Box 50784
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 45375-1

NAME OF SUBMITTER: Henry L. Ehrlich

Signature: /hle1093/

Date: 09/20/2006

Total Attachments: 3
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NOTICE OF ASSIGNMENT-TRADEMARKS

WHEREAS, Carbon Associates, Inc., a Texas corporation, hereinafter called the "Assignor", is the owner of the entire right, title and interest in and to the trademark registrations and applications for registration, hereinafter called the "Trademarks", listed in **Exhibit "A"** and the goodwill of the business symbolized by the Trademarks.

WHEREAS, Ashburn Hill Corp, a Delaware corporation, hereinafter called the "Assignee", has, in the manner set forth below, acquired the entire right, title and interest in and to said Trademarks and the goodwill of the business symbolized by the Trademarks.

WHEREAS, Assignor, pursuant to the terms of that certain Commercial Security Agreement dated November 30, 1999, and that certain Commercial Security Agreement dated December 15, 1999 (collectively the "Commercial Security Agreements") transferred and assigned to Compass Bank all of its right, title and interest in and to, among other personal property, all of its general intangibles, including the Trademarks, to secure certain financial obligations then or thereafter payable to Compass Bank.

WHEREAS, Assignor defaulted on its obligations to Compass Bank and, as a result, a final judgment was entered in that certain lawsuit styled *Compass Bank v. Carbon Associates, Inc., et al.* on October 17, 2005 in the District Court of Harris County, Texas, 133rd Judicial District, docketed under Cause No. 2005-33752 (the "Judgment") against the various defendants and in favor of Compass Bank.

WHEREAS, Assignee and Compass Bank entered into that certain Judgment Purchase Agreement effective June 19, 2006 by which the Assignee obtained the right to acquire the Judgment and all liens held by Compass Bank including but not limited to those arising under the Commercial Security Agreements securing the obligations that gave rise to the Judgment.

WHEREAS, the Assignee acquired all of Compass Bank's rights under the Judgment and the Commercial Security Agreements and Assignee subsequently conducted a foreclosure sale on July 27, 2006 at which foreclosure sale the Assignee acquired, among other property, all of the personal property, tangible and intangible, of the Assignor including, but not limited to, the Trademarks.

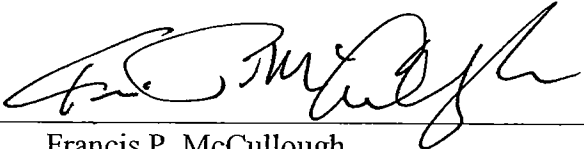
NOW, THEREFORE, in recognition of the foregoing, the Assignor has entered into this Notice of Assignment-Trademarks so that the public records relating to the Trademarks will reflect that the Trademarks described on "Exhibit A" have been transferred and assigned to the Assignee.

For the convenience of the parties hereto, this Notice of Assignment-Trademarks may be entered into any number of counterparts.

IN TESTIMONY WHEREOF, the Assignor has effective July 27, 2006 hereunto set his hands on the date indicated below.

Assignor:

CARBON ASSOCIATES, INC.
a Texas corporation

By: 
Francis P. McCullough
Title: President

ACKNOWLEDGED AND AGREED
TO EFFECTIVE JULY 27, 2006:

ASHBURN HILL CORP,
a Delaware corporation

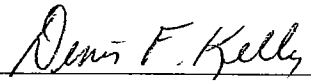

By: 
Name: Denis Kelly
Title: Chairman of the Board

EXHIBIT "A"
TRADEMARKS
US REGISTRATION
UPDATED JULY 26, 2006

US REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
 Rocket Design	2,656,381
NUAC	2,737,778
NUSHIELD	2,747,960
NUOX	2,737,777
TECGEN	2,345,476
CARBTEX	2,380,627
IGNITIONGARD	2,378,766
BLACKBATT	2,378,765
NUGEN	2,394,871