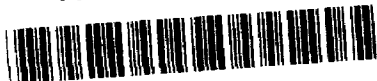


12-10-2009



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Form PTO-1594 (Rev. 01-09)  
OMB Collection 0651-0027 (exp. 0)

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

3-20-09

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Athena International, Inc. (formerly known as Athena Brands Incorporated)

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 1, 2008

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Aerove Industries Incorporated

Internal \_\_\_\_\_

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

Street Address: 1190 Mark Circle

City: Gardnerville

State: Nevada

Country: \_\_\_\_\_ Zip: 89410

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_

Citizenship \_\_\_\_\_  
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2752296

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Max Burton (Filed June 4, 2002)

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

Name: Cassandra Joseph

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

Street Address: 5371 Kietzke Lane

City: Reno

State: NV Zip: 89511

Phone Number: 775-324-4100

Fax Number: 775-333-8171

Email Address: cjoseph@watsonrounds.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

Cassandra Joseph  
Signature  
Cassandra Joseph  
Name of Person Signing

12-2-09  
Date

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

03/25/2009 00000046 0 8521 \$40.00 03/20/2009 CK

TRADEMARK  
REEL: 004111 FRAME: 0875

12-07-2009

Form PTO-1594 (Rev. 01-09)  
OMB Collection 0651-0027 (exp. 02/28/2011)

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



*MAIL ROOM DATE R1*  
*3/20/09*

103582480

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):  
ATHENA INTERNATIONAL, INC

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)  
Additional names, addresses, or citizenship attached?  Yes  No

Name: AERYOE INDUSTRIES, INC  
Internal Address: \_\_\_\_\_  
Street Address: 1198 MARK CIRCLE  
City: GARDNERVILLE  
State: NEVADA  
Country: USA      Zip: 89410

Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship: NEVADA  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

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)

3. Nature of conveyance (Execution Date(s) :  
Execution Date(s) MARCH 13, 2009

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.  
A. Trademark Application No.(s) \_\_\_\_\_  
B. Trademark Registration No.(s) 2752296

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):  
MAX BURTON      FILED JUNE 4, 2002

5. Name & address of party to whom correspondence concerning document should be mailed:  
Name: MARK C. JACOBS, ESQ  
Internal Address: \_\_\_\_\_  
Street Address: 3033 EL CAMINO AVE  
City: SACRAMENTO  
State: CA      Zip: 95821  
Phone Number: 916-485-5000  
Fax Number: 916-485-9901  
Email Address: SACTOPAT@AOL.COM

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ \_\_\_\_\_

Authorized to be charged to deposit account  
 Enclosed *pd*

8. Payment Information:  
Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**03-20-2009**

9. Signature: *Mark Jacobs*      03-17-09  
Signature      Date

MARK C. JACOBS  
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1480, Alexandria, VA 22213-1480

**Exhibit B****Bill of Sale  
&  
IP Assignment**

This bill of sale and intellectual property assignment ("**Bill of Sale**") is executed and made effective 1 January 2008 (the "**Effective Date**") in Gardnerville, Nevada by ATHENA BRANDS INCORPORATED, a Nevada domestic corporation ("**Seller**") for the benefit of AERVOE INDUSTRIES INCORPORATED, a Nevada domestic corporation ("**Buyer**").


In consideration of Buyer's assumption of the \$150,000.00 litigation settlement contingency recorded in Seller's accounting ledger and Seller's \$26,532.16 in accrued vacation liabilities, along with a \$2,195,967.54 promissory note, the aggregate value of which is Two Million Three Hundred Seventy-two Thousand Four Hundred Ninety-nine Dollars and Seventy Cents (\$2,372,499.70) as detailed on the allocation schedule attached as Exhibit D to the parties' 28 December 2007 agreement, which has been executed and delivered to Seller prior to Seller's execution hereof, the sufficiency of which is hereby acknowledged, Seller hereby and herewith sells, assigns, conveys and transfers to Buyer all right, title and interest in and to all of Seller's assets and property, both personal and real, tangible and intangible (including intellectual property rights), including all rights to possess, own and/or control same.

This Bill of Sale will be exclusively interpreted, construed and enforced in a state court in Douglas County, Nevada under Nevada law (without reference to its choice of law rules). SELLER HEREBY CONSENTS TO SUCH VENUE, GOVERNING LAW, AND THE JURISDICTION OF SUCH COURT.

*Seller*

ATHENA BRANDS INCORPORATED

A Nevada domestic corporation



By: David A. Williams, President

FAX COVER SHEET

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OF COUNSEL  
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<sup>2</sup> Also licensed in Utah  
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Reply to: Reno

DATE: December 1, 2009  
TO: Dorothy Riley  
COMPANY:  
FAX NO: 571.270.9885  
FROM: Cassandra Joseph  
Tel. No. 775.324.4100

NUMBER OF PAGES: 4

RE: Registration No. 2752296

MESSAGE: Following is the assignment documents filed on March 20, 2009. I believe the assignment fee was also paid by check as indicated. Please advise what I need to do to effectuate the assignment. Thank you.

*None fees  
Need Document*

THE FOLLOWING PAGES ARE A CONFIDENTIAL COMMUNICATION INTENDED ONLY FOR THE PERSON NAMED ABOVE. IF YOU ARE NOT THE PERSON NAMED ABOVE, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERY OF THE FOLLOWING INFORMATION, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE. WE WILL GLADLY REIMBURSE YOUR TELEPHONE EXPENSE. THANK YOU.

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