

ASSIGNMENT OF TRADEMARKS

This Assignment, executed as of the 24 day of Nov, 2006, is entered into by and between William P. Thomas, an individual residing at 3961 Maple Tree Drive, Anaheim Hills, California 92807 ("Assignor") and BTM LLC, an Arizona limited liability company having a place of business located at 4352 W. Paradise Lane, Glendale, Arizona 85306 ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the owner of all right, title and interest in and to the mark that is the subject of U.S. Trademark Registration No. 3,114,572 which issued on July 11, 2006 from Application Serial No. 76/440,275 filed August 12, 2002 (hereinafter the "Cheetah BTM Mark");

WHEREAS, Assignor now desires to transfer and convey to Assignee, and Assignee desires to receive from Assignor, all right, title and interest in and to the Cheetah BTM Mark, including all right, title and interest in and to all of its associated goodwill, and further including without limitation, all right, title and interest in and to U.S. Trademark Registration No. 3,114,572;

NOW THEREFORE, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor and Assignee, the parties hereto, intending to be legally bound by this Assignment, do hereby agree, as follows:

(a) Assignor hereby transfers and conveys to Assignee, as of the date of this Assignment, all right, title and interest in and to the Cheetah BTM Mark, including all right, title and interest in and to U.S. Trademark Registration No. 3,114,572, together with all of the goodwill associated with the Cheetah BTM Mark.