

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Brown International Corporation	12/23/2005
RECEIVING PARTY DATA	
Name:	Atlas Acquisition Company, LLC
Street Address:	One Atlas Avenue
City:	Pueblo
State/Country:	COLORADO
Postal Code:	81001
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5651305
CORRESPONDENCE DATA	
Fax Number:	(415)391-7161
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415 391 7160
Email:	eckhoffhoppe@hotmail.com
Correspondent Name:	Bruce H. Johnsonbaugh
Address Line 1:	101 Montgomery Street
Address Line 2:	Suite 2800
Address Line 4:	San Francisco, CALIFORNIA 94104
NAME OF SUBMITTER:	Bruce H. Johnsonbaugh
Total Attachments: 6 source=AAC[1].LLC.001#page1.tif source=AAC[1].LLC.002#page1.tif source=AAC[1].LLC.003#page1.tif source=AAC[1].LLC.004#page1.tif source=AAC[1].LLC.005#page1.tif source=AAC[1].LLC.006#page1.tif	

OP \$40.00 5651305

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

PATENT ASSIGNMENT

WHEREAS, Brown International Corporation, a California corporation with offices located at 633 North Barranca Avenue, Covina, California 91723-1297, Brown Citrus Systems, Inc., a California corporation with offices located at 633 North Barranca Avenue, Covina, California 91723-1297, Brown Machinery Australia Ltd., a Nevada corporation, Brown Machinery South Africa, a South African corporation, Brown Machinery Corporation, a California corporation and Brown Citrus Australia Ltd., a Nevada corporation (collectively as "ASSIGNORS") own certain patents, patent applications, and/or registrations, as listed in Exhibit A attached hereto and incorporated herein by this reference ("PATENTS");

WHEREAS, Atlas Acquisition Company, LLC, a Delaware limited liability company with offices located at One Atlas Avenue, Pueblo, CO 81001 ("ASSIGNEE") desires to acquire all of the right, title and interest of ASSIGNORS in, to and under the PATENTS;

WHEREAS, ASSIGNORS and ASSIGNEE have entered into a certain Asset Purchase Agreement, dated as of December 15, 2005 (the "PURCHASE AGREEMENT"), assigning, among other things, all right, title and interest in and to the PATENTS from ASSIGNORS to ASSIGNEE; and

NOW, THEREFORE, in consideration of the Purchase Price (as defined in the Purchase Agreement) and other good and valuable consideration paid by ASSIGNEE to ASSIGNORS, the receipt and sufficiency of which hereby is acknowledged, ASSIGNORS do hereby assign to ASSIGNEE their entire right, title and interest in and to the PATENTS, including all divisions, continuations, continuations-in-part, reexaminations, substitutions, reissues, extensions and renewals of the applications and registrations thereof and any applications or patents that claim priority from such patents or applications, including, without limitation, any foreign counterparts thereof (and the right to apply for any of the foregoing); all rights to causes of action and remedies related thereto (including, without limitation, the right to sue for and collect damages incurred as a result of past, present or future infringement, misappropriation or violation of rights related to the foregoing); and any and all other rights and interests arising out of, in connection with or in relation to the PATENTS.

(Signature page follows)


In WITNESS WHEREOF, ASSIGNORS have caused this Assignment to be duly executed by an authorized officer on this 23rd day of December, 2005.

"ASSIGNEE"

"ASSIGNORS"

ATLAS ACQUISITION COMPANY, LLC

BROWN INTERNATIONAL CORPORATION

By: 
Name: THOMAS P. BAERGER
Title: CEO

By: _____
Name: _____
Title: _____

BROWN CITRUS SYSTEMS, INC.

By: _____
Name: _____
Title: _____

BROWN MACHINERY AUSTRALIA LTD.

By: _____
Name: _____
Title: _____

BROWN MACHINERY SOUTH AFRICA

By: _____
Name: _____
Title: _____

BROWN MACHINERY CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, ASSIGNORS have caused this Assignment to be duly executed by an authorized officer on this 23rd day of December, 2005.

"ASSIGNEE"

ATLAS ACQUISITION COMPANY, LLC

By: _____
Name:
Title:

"ASSIGNORS"

BROWN INTERNATIONAL CORPORATION

By: *[Signature]*
Name:
Title:

BROWN CITRUS SYSTEMS, INC.

By: *[Signature]*
Name:
Title:

BROWN MACHINERY AUSTRALIA LTD.

By: *[Signature]*
Name:
Title:

BROWN MACHINERY SOUTH AFRICA

By: *[Signature]*
Name:
Title:

BROWN MACHINERY CORPORATION

By: *[Signature]*
Name:
Title:

"ASSIGNORS"

BROWN CITRUS AUSTRALIA LTD.

By: 

Name:

Title:

STATE OF California }

COUNTY OF Los Angeles }

On December 22, 2005, before me, the undersigned notary public in and for said County and State, personally appeared Scott R. Alexander
and Bryce E. Adolph

personally known to me [or]
 proved to me on the basis of satisfactory evidence.

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

WITNESS my hand and official seal.

Nancy E. Garren

My commission expires on

May 15, 2006

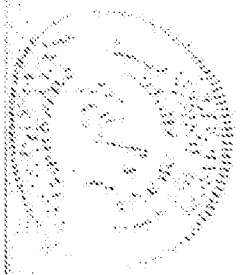
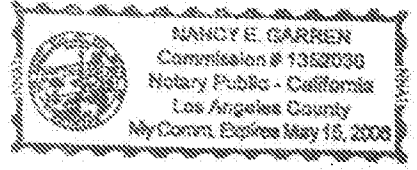


EXHIBIT A TO PATENT ASSIGNMENT
 Patent Rights
 Brown International

Pat No	Country	Machine description	Comment
4978010	US	Mod 5800 Sizer	
5188021	US	Mod 807 Ext	
4518621	US	Mod 6000 Finisher	
4774087	US	Mod 6000 Finisher	
4865818	US	Mod 2506 Finisher - Delta T system	
5651305	US	Mod 5800/5400 Finisher - fish industry	
873578	Australia	Mod 720 Ext	
P18404708.1	Brazil	Mod 720 Ext	
183341	Mexico	Mod 720 Ext	
5408923	US	Mod 720 Ext	
5487331	US	Mod 720 Ext	
5511468	US	Mod 720 Ext	
5657827	US	Mod 720 Ext	
	Argentina	eBOE	Published
	Brazil	eBOE	Pending
	China	eBOE	Pending
	Mexico	eBOE	Pending
	US	eBOE	Published
5125515	US	Mod 5500 Sizer	
5258218	US	Mod 5500 Sizer	

Does not include expired patents.