

ASSIGNMENT OF CONTRACT PROCEEDS

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

FOR VALUE RECEIVED, the undersigned, (hereinafter referred to as "Assignor"), hereby assigns, transfers and sets over unto **21st CAPITAL CORP., at P.O. Box 982, Malibu, California 90265**, a financial institution (hereinafter referred to as "21st") all the monies now due and the monies hereafter to become due Assignor under or on account of that certain Contract between Assignor and the United States of America identified as follows:

Contract/Order Issuing Agency: _____

Contract Number: _____

For: _____
(Type/Print Product/Service Description per Contract/Order)

Contract Date: _____

and any and all amendments thereof and supplements thereto (said Contract and any and all amendments thereof and supplements thereto being herein collectively called the "Contract"), as collateral security to 21st for any and all indebtedness of Assignor to 21st now existing or hereafter arising, no matter how evidenced.

TOGETHER with all monies now due, and all the monies hereafter to become due to Assignor on account of any increases in or amendments, additions or supplements to the "Contract" or any extensions thereof, and additional work done and materials and supplies furnished thereunder, or any supplementary contract, amendment, change order or other arrangement in relation to the contract or the subject matter thereof. This assignment is not subject to further assignment.

Assignor hereby irrevocably constitutes and appoints 21st the true and lawful attorney in fact of Assignor to demand, receive and enforce payments and to give receipts, releases and satisfactions, either in the name of Assignor or in the name of 21st, in the same manner and with the same effect as Assignor could do if this assignment had not been made.

This assignment is made pursuant to the Assignment of Claims Act of 1940, as amended, 31 U.S.C. 3727, 41 U.S.C. 15.

IN WITNESS, WHEREOF, Assignor has executed these presents in quadruplicate on _____
(Date)

(Type or Print your Company Name Exactly as in appears in the Contract/Order)

By _____
(Signature)

By _____
(Signature of Secretary if incorporated)

(Title)

(Title)

21st CAPITAL CORP. (assignee)

By _____
(Signature)

_____, _____
(Name) (Title)

[Your corporate seal]

Proprietorships: Owner(s) must sign this form before a Notary Public.

Limited Liability Companies: The Manager must sign this form before a Notary Public.

Corporations: Notary is **not required** if (1) **both** the President & corporate Secretary sign this form, and (2) the corporate seal is affixed. If either (1) or (2) is not satisfied, the President must sign this form before a Notary Public. If seal is missing, a Corporate Resolution required. Download & fill-in here: <http://www.21stcapital.com/govres.pdf>.