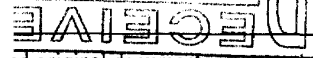


05-19-1998

MAY 12 1998 U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 5-12-98



To the Honorable Commissioner of Pa.

100715783

and original documents or copy thereof.

1. Name of conveying party(ies):

Paul J. Vaillancourt
922 Hill Street
Suffield, Connecticut 06078

- Individual(s) - United States Citizen
 Association Limited Partnership
 General Partnership Corporation
 Other _____

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies):

Name: Buxton Acquisition Co., L.L.C.

Street Address: 45 Plainfield Street

City: Chicopee State: MA ZIP: 01013

- Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other - Limited Liability Company of the State of Delaware

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)

Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 1998

4. Application number(s) or registration number(s):

- A. Trademark Application No.(s) B. Trademark Registration No.(s)
CONVERTIBLE 544,695
CONVERTIBLE 2,062,760

Additional numbers attached? Yes No

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

Name: Joan T. Pinaire, Esq.

Internal Address: McCarter & English, LLP
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

6. Total number of applications and registrations involved: [2]

7. Total Fee (37 CFR 3.41): \$ 65.00

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account.)

05/13/1998 DC0ATES 00000188 544695

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

9. Statement and Signature.

To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joan T. Pinaire
Name of Person Signing

[Signature]
Signature

May 11, 1998
Date

Total number of pages comprising cover sheet: [3]

[United States]

ASSIGNMENT OF TRADEMARK

WHEREAS, PAUL J. VAILLANCOURT, residing at 922 Hill Street, Suffield, Connecticut 06078 is the owner of the registered trademarks described below:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CONVERTIBLE (Supplemental Register)	544,695	July 3, 1951
CONVERTIBLE	2,062,760	May 20, 1997

(the "Trademarks"); and

WHEREAS, BUXTON ACQUISITION CO., L.L.C., a Delaware limited liability company, is desirous of acquiring all rights to ownership and use of the Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said PAUL J. VAILLANCOURT does hereby assign to BUXTON ACQUISITION CO., L.L.C. the Trademark registrations described herein, including all right, title and interest in and to the Trademarks

including the goodwill of the business symbolized by the Trademarks, and the right to re-assign the Trademarks.

Signed as a sealed instrument as of this 30th day of April, 1998.

Maria L. Bys
Witness

By: Paul J. Vaillancourt
Paul J Vaillancourt

COMMONWEALTH OF MASSACHUSETTS

County of Hampden, ss.

April 30 , 1998

Then personally appeared the above-named Paul J. Vaillancourt, and acknowledged the foregoing instrument to be his free act and deed before me

Tammie F. Josefiak
Notary Public
My Commission Expires: 4/30/2004

TAMMIE F. JOSEFIK
Notary Public
My Commission Expires 4/30/2004