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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

J1008/10030

OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Trustee of the Bell Boys Irrevocable Trust

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Trust

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 4, 1998

2. Name and address of receiving party(ies)

Name: Trustee of the Second Bell Boys Irrevocable Trust

Street Address: 978 Easton Road City: Warrington State: PA ZIP: 18976

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Trust

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s) See attached Exhibit A.

B. Trademark Registration No.(s) See attached Exhibit A.

Additional numbers attached? Yes No

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

Name: Eric S. Marzluf, Esq. Internal Address: Caesar, Rivise, Bernstein, Cohen & Pokotilow, Ltd.

Street Address: 12th Floor - 7 Penn Center 1635 Market Street

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41) \$ 365.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

03-0075

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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

Eric S. Marzluf Name of Person Signing

[Signature] Signature

May 19, 1998 Date

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

6

EXHIBIT A

Registration No.

Trademark

263,101
1,488,554
1,976,951
2,012,500
2,082,030
2,088,589
2 090,373
2,096,579
2,102,532
2,104,082

GRIPS
GRIPS
ICEGRIPS & Design
ICEGRIPS
MAGIC SOLE
TRIMLINE
INDUSTRIAL STRENGTH
MISCELLANEOUS DESIGN
ANGLE TRED
ALASKA TESTED

Application No.

Trademark

75/179,588
75/229,257
75/292,059
75/292,682

SLIP CONTROL SPECIALISTS
MISCELLANEOUS DESIGN
STAR GRIPS
EXTREME SERIES

ASSIGNMENT OF TRADE MARKS AND SERVICE MARKS
TRUSTEE OF THE BELL BOYS IRREVOCABLE TRUST

WHEREAS, THE TRUSTEE OF THE BELL BOYS IRREVOCABLE TRUST (hereinafter the ORIGINAL TRUST), a trust created under the laws of the Commonwealth of Pennsylvania and having an address at 978 Easton Road, Warrington, Pennsylvania 18976, with STUART R. CHALFIN as Trustee (hereinafter ORIGINAL TRUSTEE), said STUART R. CHALFIN being a citizen of the United States and having an address at 8010 Old York Road, Elkins Park, Pennsylvania 19117, is the owner of certain trademarks, service marks and the Certificates of Registration and applications for registration thereof in the United States, and the goodwill of the business associated with and symbolized by the trademarks and service marks, which trademarks, service marks, Certificates of Registration and applications are identified in Exhibit A, hereunto attached;

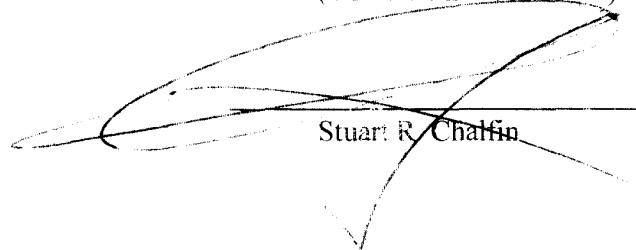
WHEREAS, THE TRUSTEE OF THE SECOND BELL BOYS IRREVOCABLE TRUST (hereinafter the SECOND TRUST), a trust created under the laws of the Commonwealth of Pennsylvania and having an address at 978 Easton Road, Warrington, Pennsylvania 18976, with STUART R. CHALFIN as Trustee (hereinafter SECOND TRUSTEE), said STUART R. CHALFIN being a citizen of the United States and having an address at 8010 Old York Road, Elkins Park, Pennsylvania 19117, is desirous of acquiring for said SECOND TRUST as of May 31, 1997 all of the right, title and interest of the ORIGINAL TRUSTEE in and to said trademarks and services marks, the goodwill of the business associated with and symbolized by the trademarks and service marks, the Certificates of Registration and applications for registration thereof.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by the ORIGINAL TRUSTEE, the ORIGINAL TRUSTEE does hereby confirm that effective as of May 31, 1997 he sold, assigned and transferred to the SECOND TRUSTEE and by these presents does hereby sell, assign and transfer to the SECOND TRUST, the trademarks and service marks listed in Schedule A, the goodwill of the business associated with and symbolized by the trademarks and service marks, and the Certificates of Registration and applications for registration therefor, as identified in Schedule A.

Included in this Assignment are any and all rights which the ORIGINAL TRUSTEE has, or may have had, against persons who have infringed upon any of said trademarks, service marks, Certificates of Registration or applications for the registrations therefor prior to the effective date of this Assignment. These rights include the right to sue and recover for all damages and profits arising out of infringement of the trademarks, service marks, and the registrations and applications for registrations thereof, prior to the effective date of this Assignment.

IN WITNESS WHEREOF, the ORIGINAL TRUSTEE has caused this Assignment to be assigned this 14th day of June, 1998.

TRUSTEE OF THE BELL BOYS IRREVOCABLE TRUST
(ORIGINAL TRUSTEE)


Stuart R. Chalfin

STATE OF PENNSYLVANIA :
: SS
COUNTY OF Montgomery :

Before me personally appeared said Stuart R. Chalfin and acknowledged and foregoing instrument to be his free act and deed this 27th day of July, 1998.

Roslyn Pearlstein (SEAL)
Notary Public

My Commission expires:

Notarial Seal
Roslyn Pearlstein, Notary Public
Coatesville Twp., Montgomery County
Commission Expires July 13, 2000

EXHIBIT A

Registration No.

Trademark

263,101	GRIPS
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1,976,951	ICEGRIPS & Design
2,012,500	ICEGRIPS
2,082,030	MAGIC SOLE
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2,096,579	MISCELLANEOUS DESIGN
2,102,532	ANGLE TRED
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