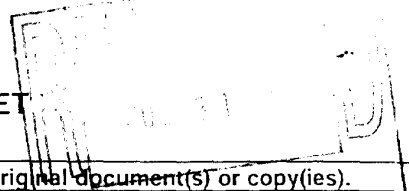


08-05-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/04/1998 DMGUYEN 00000174 500327 1243426

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 100.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jenna M. Jones

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, NC 28246

Correspondent Name and Address

Area Code and Telephone Number (704) 377-8390

Name Jenna M. Jones

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, NC 28246

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,243,426	1,619,676	
1,243,427	1,894,141	
1,263,417		

Number of Properties

Enter the total number of properties involved.

#

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

500327

Authorization to charge additional fees:

Yes

No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Jenna M. Jones

Name of Person Signing

Jenna M. Jones

Signature

7.28.98

Date Signed

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Simpson Financial, Inc.	“SIMPSON – safety equipment”	No. 1,243,426	U.S.	6/28/83
Simpson Financial, Inc.	“SIMPSON”	No. 1,243,427	U.S.	6/28/83
Simpson Financial, Inc.	“SIMPSON – race car logo”	No. 1,263,417	U.S.	1/10/84
Simpson Financial, Inc.	“BEADALL”	No. 1,619,676	U.S.	10/30/90
Simpson Financial, Inc.	“WRENCHERS”	No. 1,894,141	U.S.	5/16/95

PATENTS AND PATENT APPLICATIONS

<u>Pledgor</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Inventor</u>	<u>Issue or Filing Date</u>
Simpson Financial, Inc.	SN 29/078,182 ⁽¹⁾	U.S.	E. J. Simpson	10/20/97
Simpson Financial, Inc.	SN 29/078,183 ⁽²⁾	U.S.	E. J. Simpson	10/20/97
Simpson Financial, Inc.	(unassigned) ⁽³⁾	U.S.	E. J. Simpson	10/20/97
Simpson Financial, Inc.	(unassigned) ⁽⁴⁾	U.S.	E. J. Simpson	10/20/97

1553170.01
LIB: CH

TRADEMARK
REEL: 1762 FRAME: 0642

- (1) Design Patent: Smoothed forehead-imperforate pentagonal nose and chin racing helmet with ventilation openings and window (E. J. Simpson, inventor)
- (2) Design Patent: Smoothed forehead-rounded nose and chin racing helmet with ventilation openings and window (E. J. Simpson, inventor)
- (3) Design Patent: Ridged forehead-rounded nose and chin racing helmet with ventilation openings and window (E. J. Simpson, inventor)
- (4) Design Patent: Smoothed forehead-pentagonal nose and chin racing helmet with ventilation openings and window (E. J. Simpson, inventor)

1553170.01
LIB: CH

TRADEMARK
REEL: 1762 FRAME: 0643

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, SIMPSON FINANCIAL, INC. (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of April 9, 1998, in which the Pledgor has agreed with First Union National Bank, as Agent (the "Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-0735, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Assignment has been given in conjunction with the assignment and security interest granted to the Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

SIMPSON FINANCIAL, INC.

By: Mary Walker
Title: Vice President