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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

100797677

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

1. Name of conveying party(ies):
The Burton Corporation
 individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Vermont)
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: RED Corp.
Internal Address: 80 Industrial Parkway
Street Address:
Burlington, Vermont 05401
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Vermont
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 30, 1998

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,038,356 and 2,039,964

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence Concerning document should be mailed:
Name: Jason M. Honeyman
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

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

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

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01 FC:481
02 FC:482

40.00 DP
25.00 DP

DO NOT USE THIS SPACE

9. 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.

Douglas R. Wolf
Name of Person Signing

August 10, 1998
Date

Total number of pages including cover sheet, attachments, and document: [2]

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

ASSIGNMENT

WHEREAS, The Burton Corporation, a corporation of Vermont having an office and place of business at 80 Industrial Parkway, Burlington, Vermont 05401 has adopted and used the following marks and the trademark Registrations:

SCHEDULE OF TRADEMARKS

MARK	REG. NO.	REG. DATE
RED	2,038,356	02/18/97
RED & Swirl Design	2,039,964	02/25/97

WHEREAS, RED Corp., a corporation of Vermont, having an office and place of business at 80 Industrial Parkway, Burlington, Vermont 05401 is desirous of acquiring said mark and the registrations therefor.

NOW, THEREFORE, for one Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said The Burton Corporation without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said RED Corp., all its rights, title and interest in and to the said marks and the registrations therefor, together with the goodwill of the business symbolized by said marks and the registrations therefor and including all rights to sue and recover for past infringement of said marks and the registrations therefor.

The Burton Corporation

July 30, 1998
Date

By 
Name: Justin P. Wheating
Title: Vice President and Chief Financial Officer

STATE OF : Vermont
COUNTY OF : Chittenden

Subscribed to and sworn before me this 30 day of July.

SEAL Sara LaCourt
Notary Public
My Commission Expires Feb. 10, 1999