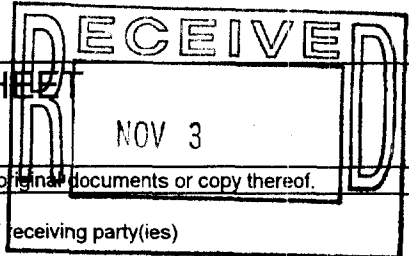


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100872825
TRADEMARKS ONLY

R SHEET

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

<p>1. Name of conveying party(ies): Mad River Canoe, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State of <u>Vermont</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Confluence Holdings Corporation</u></p> <p>Street Address: <u>3761 Old Glenola Road</u></p> <p>City: <u>Trinity</u> State: <u>NC</u> Zip: <u>27370</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State of <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a different document from assignments) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>October 5, 1998</u></p>	

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

If this document is being filed together with a new application, the execution date of the application is: _____

<p>A. Trademark Application No.(s)</p>	<p>B. Registration No.(s) <u>1,478,616; 1,478,617</u></p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Chris Wilson</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>Arnold & Porter</u> <u>555 Twelfth Street N.W.</u> City: <u>Washington</u> State: <u>DC</u> ZIP: <u>20004-1202</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <u>Pa</u></p> <p>8. Deposit account number: <u>01-2510</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

James T. Walsh, Esq. [Signature] October 30, 1998
Name of Person Signing Signature Date

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

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

11/06/1998 SBURNS 00000146 012510 1478616

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

TRADEMARK
REEL: 1810 FRAME: 0328

TRADEMARK AND INDUSTRIAL DESIGN ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, MAD RIVER CANOE, INC. (a Vermont Corporation). P.O. Box 610, Mad River Green, Waitsfield, Vermont 05673, U.S.A. (hereinafter "Assignor"), did adopt, use and is using the trademarks and industrial design, the short particulars of which are set forth in the Schedule "A" hereto (hereinafter collectively "the Trademarks"); and

WHEREAS, Confluence Holdings Corporation (a Delaware Corporation, hereinafter "Assignee"), is desirous of acquiring the Trademarks and the good will of the business in connection with which the Trademarks are used.

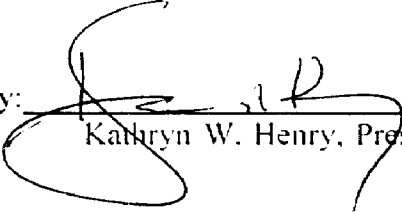
NOW, THEREFORE, IT IS HEREBY AGREED:

1. In consideration of the sum of One Dollar (\$1.00) and other good valuable considerations to it in hand paid, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee the entire right, title and interest in and to the Trademarks, together with the good will of the business in connection with which the Trademarks are used.

2. Assignor shall do all acts and execute all documents which may be reasonably required by Assignee in order to effect the assignment of the Trademarks.

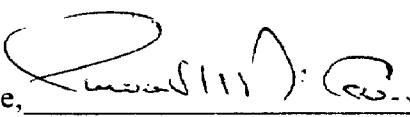
IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized officer this 5th day of October, 1998.

MAD RIVER CANOE, INC.

By: 
Kathryn W. Henry, President

STATE OF VERMONT
COUNTY OF CHITTENDEN, SS.

At Burlington, in said County and State, this 5th day of October, 1998, personally appeared Kathryn W. Henry, President of MAD RIVER CANOE, INC., and she acknowledged this instrument, by her signed, to be her free act and deed and the free act and deed of MAD RIVER CANOE, INC.

Before me, 
Notary Public

Notary commission issued in Chittenden County
My commission expires: 2/10/99

Schedule "A"

U.S. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Design of Rabbit	1,478,616	March 1, 1988
MAD RIVER CANOE (stylized letters)	1,478,617	March 1, 1988

Foreign Trademark Registrations

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Effective Date</u>
Canada	Design of Rabbit	380,439	February 22, 1991
Canada	MAD RIVER CANOE (stylized letters)	387,973	August 23, 1991
Germany	Design of Rabbit	1,172,092	January 26, 1990
Germany	MAD RIVER CANOE	1,172,096	January 27, 1990

Foreign Industrial Design Registration

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Canada	CANOE SEAT	68,371	April 16, 1991