

11-12-1998

ER SHEET
JLY

BCIND-49800/49801/49802



100875473

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Mark Machine, Inc.

- Individual(s)
 - General Partnership
 - Corporation-State Ohio
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: September 2, 1998

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

Name: _____

Internal Address: B & C Industries, Inc.

Street Address: 345 15th Street, N.W.

City Barberton State Ohio ZIP 44203

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Ohio
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,062,106 1,373,338
1,102,546

Additional numbers attached? Yes No

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

Name: Michael S. Elkind, Esq.

Internal Address: _____

FULWIDER PATTON LEE & UTECHT, LLP

Street Address: 10877 Wilshire Boulevard
10th Floor

City: Los Angeles State: CA ZIP 90024

6. Total No. of applications and registrations involved 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account
- Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

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

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.

Michael S. Elkind
Name of Person Signing

Signature

10/30/98
Date

11/10/1998 SBURMS
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Mark Machine, Inc., an Ohio corporation with a place of business at 345 15th Street, N.W., Barberton, Ohio 44203 ("Mark Machine") owns certain trademark rights relating to the trademarks CRUISE 'N CARRY, COMFORTRIM and ONE MIX, including the trademark registrations listed below, and B&C Industries, Inc., an Ohio corporation, with a place of business at 345 15th Street, N.W., Barberton, Ohio 44203 ("B&C") desires to acquire such trademark rights.

NOW THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Mark Machine hereby sells, assigns and transfers to B&C, all its right, title and interest in the trademarks CRUISE 'N CARRY, COMFORTRIM and ONE MIX, including the entire right, title and interest in and to the following trademark registrations:

CRUISE 'N CARRY	U.S. Trademark Registration No. 1,062,106
COMFORTRIM	U.S. Trademark Registration No. 1,102,546 (a canceled registration)
ONE MIX	U.S. Trademark Registration No. 1,373,338

together with the goodwill of the business symbolized or represented by such trademark rights and trademark registrations.

Mark Machine further sells, assigns and transfers to B&C, its successors, assigns or other legal representatives, any and all claims for damages by reason of past and continuing infringement of the above trademark rights and registrations, and the right to sue for and collect the same for its own use and benefit and that of its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, Mark Machine has executed this Assignment

as of Sept. 2nd, 1998

Mark Machine, Inc.

By: David M. Romano VP
David M. Romano, Vice-President

STATE OF OHIO)
) ss
COUNTY OF SUMMIT)

On Sept 2nd, 1998, before me Shelley Thompson, a Notary Public, personally appeared DAVID M ROMANO, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Shelley Thompson
Notary Public

SHELLEY THOMPSON, Notary Public
Residence - Summit County
State Wide Jurisdiction, Ohio
My Commission Expires Feb. 9, 2003