

FORM PTO-1594 (Rev. 6-93)

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

WSGH FORM 24 (rev. 2/98)

RECORDATION TRADE

12-16-1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



100926047

Documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

MRO 12-11-98

1. Name of conveying party(ies)
Heritage Boatworks, Inc.

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

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

2. Name and address of receiving party(ies)
 Name: HOLYOKE L. WHITNEY
 Internal Address: _____
 Street Address: 28 Forest Street
 City: Sherborn State: MA Zip: 01779

Individual(s) Citizenship U.S.A.
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Assignment of Security Interest
 Execution Date: November 7, 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 patent number(s):

A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 2,083,763

Additional numbers attached? Yes No

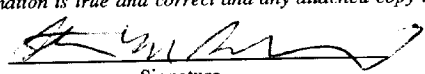
5. Name and address of party to whom correspondence concerning document should be mailed:
Weingarten, Schurgin, Gagnebin & Hayes LLP
Ten Post Office Square
Boston, Massachusetts 02109

6. Total number of applications and registrations involved: _____
 7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

12/14/1998 DMBUYEN 00000307 2083763
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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.

Stanley M. Schurgin  12/8/98
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 12

ASSIGNMENT OF SECURITY INTEREST


Whereas, HERITAGE BOATWORKS, INC. with an address of 40 Grove Street, Suite 320, Wellesley, Massachusetts 02181 is the sole and exclusive owner, by assignment of:

Registration No.	2,083,763
Registration Date	July 28, 1997
Trademark	HOP ON TOP KAYAKS

Whereas, HOLYOKE L. WHITNEY an individual residing at 28 Forest Street, Sherborn, Massachusetts 01770 is desirous of acquiring a Security Interest in said Trademark and registration therefor and the good will associated therewith, in consideration of a certain loan made to HERITAGE BOATWORKS, INC.:

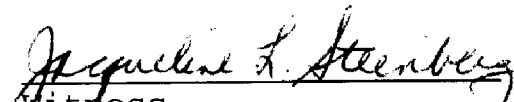
Now, therefore, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, HERITAGE BOATWORKS, INC. hereby conveys and grants to HOLYOKE L. WHITNEY a Security Interest, as security for the aforesaid loan in and to the aforesaid trademark and registration and good will associated therewith.

And, HERITAGE BOATWORKS, INC. hereby agrees to execute any further documents as may be necessary to confirm or perfect the assignment of the Security Interest herein.


HERITAGE BOATWORKS, INC.

By: Carolyn D. Shea

Title: Treasurer


Witness

11/7/98
Date

130538