

12-23-1998



100928384 COVER SHEET
TRADEMARKS ONLY

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

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| <p>1. Name of conveying Party(ies): PANOZ AUTOMOTIVE DEVELOPMENT CORPORATION</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): Name: DNP, INC. Internal Address: Street Address: 1875 Kathy Whitworth Drive City: Braselton State: GA Zip: 30517</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation State Georgia <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 type="checkbox"/> No (Designations must be separate from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance: <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: DECEMBER 16, 1998</p> | |

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

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| <p>A. Trademark Application No.(s) XXXXXXXXXX 75/316389</p> | <p>B. Trademark Registration No.(s) 2,119,044 2,166,816</p> |
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Additional numbers attached? Yes No

OPR/FINANCE
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| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: MICHAEL D. HOBBS, JR., ESQ. Internal Address: Street Address: NATIONSBANK PLAZA 600 Peachtree St., Ste. 5200 City: ATLANTA State: GA Zip: 30308-2216</p> | <p>6. Total number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>115.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</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.

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| <p>MICHAEL D. HOBBS, JR., ESQ. Name of Person Signing</p> <p>12/22/1998 MBUYEN 00000121 2119044</p> <p>01 FC:481 40.00 OP 02 FC:482 75.00 OP</p> <p>OMB No. 0651-0011 (exp. 4/94)</p> | <p> Signature</p> | <p>DECEMBER 18, 1998 Date</p> <p>Total number of pages comprising cover sheet: <u>2</u></p> |
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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

16TH THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of the day of ~~DECEMBER~~ 1998, by and between Panoz Automotive Development Corporation, a Georgia corporation, located at 1101 Highway 124, Hoschtion Georgia 30548 ("Assignor"), and DNP, Inc. a Georgia corporation, located at 1875 Kathy Whitworth Drive, Braselton, Georgia 30517 ("Assignee").

WITNESSETH

WHEREAS, Assignor is the owner of all right, title and interest in and to the following registrations (hereinafter referred to as the "Marks"):

| <u>Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------------|--------------------------------|---------------------------------|
| PANOZ & Design | 2,119,044 | December 9, 1997 |
| RVP | 2,166,816 | June 23, 1998 |
| <u>Mark</u> | <u>Serial No.</u> | <u>Filing Date</u> |
| PERFORMANCE | XXXXXXXXXX | XXXXXXXXXX |
| A.I.V. | 75/316389 | June 27, 1997 |
| PANOZ & Design | 000693200 European Union | December 2, 1997 |

WHEREAS, Assignee and Assignor desire to enter into this Assignment to effect the transfer of the Marks;

NOW, THEREFORE, for and in consideration of the premises and the mutual promises hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. **Transfer and Assignment.** Assignor hereby transfers and assigns to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, along with the right to recover for damages and profits and other remedies for past infringement of the Marks.

2. **Further Documentation and Actions.** Assignor hereby agrees to execute and deliver to Assignee any further documents and instruments, and to do any and all further acts, deemed necessary by Assignee to vest in Assignee all right, title and interest in and to the Marks, and to enable such right, title and interest to be recorded in the United States Patent and Trademark Office and any other appropriate governmental authority or agency of the United States.

PANOZ AUTOMOTIVE DEVELOPMENT CORPORATION

By: 

Name: **ANTHONY MASTANDREA**
Title: **TREASURER**