

01-06-1999



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**VIA EXPRESS MAIL (LABEL NO. EI007467605US)**

1. Name of conveying party: American Threshold Industries, Inc., a North Carolina corporation

2. Name and address of receiving party:

ATI Acquisition Corporation, a Georgia corporation  
c/o River Capital, Inc.  
Two Midtown Plaza  
1360 Peachtree Street  
Suite 1430  
Atlanta, GA 30309

3. Nature of conveyance and execution date: Trademark Assignment dated as of and executed on December 16, 1998.

4. Trademark Registration & Application Numbers:

  ✓   Trademark Registration Numbers as follows:

1,375,826	1,767,987	2,107,735
1,236,147	1,977,379	2,127,819
1,663,335	1,999,902	2,148,324
1,737,936	2,078,136	2,207,640
1,380,995	2,065,030	

  ✓   Trademark Application Numbers as follows:

75/231,627

5. Mail correspondence concerning document to:

Louis C. Spelios, Esq.  
Powell, Goldstein, Frazer & Murphy LLP  
191 Peachtree Street  
Atlanta, GA 30303

6. Total number of applications/registrations involved: Fifteen (15)

7. Total fee (37 CFR 3.41), enclosed: \$390.00

8. Deposit account number: N/A

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.

Louis C. Spelios

December 22, 1998  
Date

40.0000  
250.0000

**Total Number of Pages for This Cover Sheet: One (1)**

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## TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** (this "Assignment") is made this 16<sup>th</sup> day of December, 1998, by **AMERICAN THRESHOLD INDUSTRIES, INC.**, a North Carolina corporation (the "Assignor").

### STATEMENT OF FACTS

I. Pursuant to an Asset Purchase Agreement (the "Agreement"), dated as of December 16, 1998, by and among Assignor, its sole stockholders, Robert T. Bayer and Audrey B. Bayer, and ATI Acquisition Corporation, a Georgia corporation ("Assignee"), Assignor has agreed to transfer to Assignee substantially all of the Assignor's assets, including the Trademarks (as described below).

II. Assignor has adopted and used in its business the trademarks identified on Exhibit A (the "Trademarks"), each of which is registered in the United States Patent and Trademark Office or is the subject of an application for registration filed with the United States Patent and Trademark Office under the registration or serial numbers listed opposite the Trademarks on Exhibit A.

III. Pursuant to the terms of the Agreement, Assignor desires to assign to Assignee its entire right, title and interest in and to the Trademarks, together with the goodwill of the business associated with the use of and symbolized by the Trademarks.

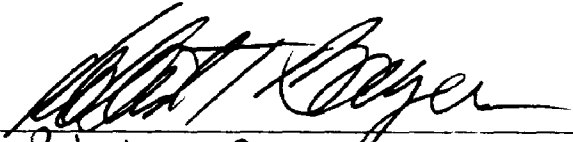
### ASSIGNMENT

**NOW, THEREFORE**, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee its entire right, title and interest in and to the Trademarks, and the registrations and registration applications thereof, together with the goodwill of the business associated with and symbolized by the Trademarks. Nothing contained in this assignment shall be deemed to supersede, enlarge on or modify any of the obligations, agreements, covenants, representations or warranties of the Assignor in the Agreement.

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IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment on the date first above written.

AMERICAN THRESHOLD INDUSTRIES, INC.

By:   
Name: Robert T. Bayer  
Title: Chief Executive Officer

**EXHIBIT A**

**AMERICAN THRESHOLD INDUSTRIES, INC. ACTIVE ISSUED U.S. TRADEMARKS**

DRIBBLES	(Registration Number 1,375,826)
ICS [and design]	(Registration Number 1,236,147)
KOOL-GARD	(Registration Number 1,663,335)
NOVA	(Registration Number 1,737,936)
NOVA GAUZE	(Registration Number 1,380,995)
STRETCH-GARD	(Registration Number 1,767,987)
SECURE-WRAP	(Registration Number 1,977,379)
BOTTOM LINE PROTECTION	(Registration Number 1,999,902)
SIMUL-WRAP	(Registration Number 2,078,136)
SECURE-WIPE	(Registration Number 2,065,030)
SECURE GARD	(Registration Number 2,107,735)
SECURE-GARD	(Registration Number 2,127,819)
SECURE-BEAK	(Registration Number 2,148,324)
SECURE-GRIP	(Registration Number 2,207,640)

**AMERICAN THRESHOLD INDUSTRIES, INC. PENDING U.S. TRADEMARKS**

BABY'S FIRST WIPER	(Application Number 75/231,627)
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