



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

100947877

U.S. PATENT & TRADEMARK OFFICE
U.S. Patent & Trademark Office, Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):
Red Arrow Products Company Inc.

Individuals Association
General Partnership Limited Partnership
Corporation-State Wisconsin
Other _____

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

2. Name and address of receiving party(ies):
RAP Acquisition LLC
633 South 20th Street
Manitowoc, Wisconsin 54221

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



01-15-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #39

3. Nature of Conveyance:

Assignment Merger
Security Agreement Change of Name
Other _____

Execution Date: January 20, 1998

Other: Wisconsin - limited liability company
 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 number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Attachment A

Additional numbers attached? Yes No

5. Mail correspondence to:

MARSHALL, O'TOOLE, GERSTEIN,
MURRAY & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations involved: 15

7. Attached is a check in the amount of \$390.00 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

01/22/1999 DMSUYEN 00000307 674283

01 FC:481 40.00 OP
02 FC:482 350.00 OP

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 J. Napoli
Name of Person Signing

James J. Napoli
Signature

Jan. 7. 1999
Date

Total number of pages comprising cover sheet: 5

MOGDOC #64273

ATTACHMENT "A"

<u>Trademark</u>	<u>Registration Number</u>
CHAR-ZYME	674,283
CHARSOL	722,312
CHAR-TOR	767,658
SMOK-EZ	775,922
CHAROIL	810,836
SMOKEZEST	841,321
CHARDEX	1,009,226
ARO-SMOKE	1,198,146
CHARSOL SUPREME	1,337,023
GRILLIN'	1,397,825
POW-R-SMOKER	1,486,062
MAILLOSE	1,696,739
RA (STYLIZED)	1,760,071
POWRDRENCH	1,894,534
CHARDEX	1,972,767

Assignment of Trademarks

This Assignment of Trademarks is made as of the 20th day of January, 1998, by and between Red Arrow Products Company Inc., a Wisconsin corporation with its principal place of business at 633 South 20th Street, Manitowoc, Wisconsin ("Assignor"), and RAP Acquisition LLC, a Wisconsin limited liability company with its principal place of business at 633 South 20th Street, Manitowoc, Wisconsin (the "Assignee").

WHEREAS, the Assignor is the owner of the trademarks, and registrations thereof (as shown on the attached Exhibit 1), and the good will of the business in connection therewith;

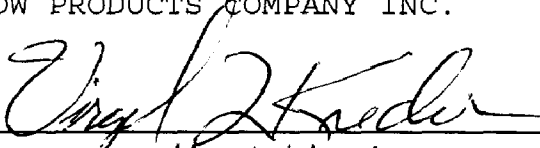
AND WHEREAS, the Assignee desires to acquire said trademarks, the registrations thereof, and the business and good will of the business in connection therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Assignor hereby sells, assigns, and transfers unto the Assignee, the Assignor's entire right, title and interest in and to the trademarks and the above-referenced registrations thereof, together with the good will of the business symbolized by said trademarks and registrations, and the Assignor's entire right, title and interest in and to any and all claims and demands it may have, at law or in equity, for past infringement of said trademarks.

This Assignment of Trademarks is subject to that "Purchase and Sale Agreement By and Among RAP Acquisition LLC, Red Arrow Products Company Inc. and Red Arrow International, Inc., dated as of January 2, 1998".

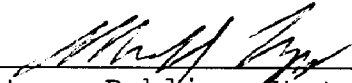
IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be executed and sealed by its duly authorized officer as of the date first written above.

RED ARROW PRODUCTS COMPANY INC.

By: 
Name: Virgil L. Kredler
Title: President

STATE OF WISCONSIN)
)
MILWAUKEE COUNTY)

Personally came before me this 20th day of January, 1998, the above named individual, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Notary Public, State of Wisconsin
My commission expires: 1st planned

(SEAL)

Exhibit 1 to Assignment of Trademarks

UNITED STATES

Trademark Registrations

Mark	Reg. No.	Issue Date
CHAR-ZYME	674,283	02/17/59
CHARSOL	722,312	10/03/61
CHAR-TOR	767,658	03/31/64
SMOK-EZ	775,922	08/25/64
CHAROIL	810,836	07/05/66
SMOKEZEST	841,321	12/26/67
CHARDEX	1,009,226	04/22/75
ARO-SMOKE	1,198,146	06/15/82
CHARSOL SUPREME	1,337,023	05/21/85
GRILLIN'	1,397,825	06/17/86
POW-R-SMOKER	1,486,062	04/26/88
MAILLOSE	1,696,739	06/23/92
RA (Stylized)	1,760,071	03/23/93
POWRDRENCH	1,894,534	05/16/95
CHARDEX	1,972,767	05/07/96