

10-21-1999



101178892

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

ME 10.20.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # 1613 Frame # 0919

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Corrected assignment to correct the brief from Assignment to Security Agreement on a recording at Reel 1613, Frame 0919

Effective Date
Month Day Year
03 26 97

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
03 26 97

Name Earth and Ocean Sports, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name Jackson National Life

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o PPM America, Inc.

Address (line 2) 225 W. Wacker Dr., Ste. 1200

Address (line 3) Chicago

IL

60606

- Individual General Partnership Limited Partnership Corporation Association
- Other Michigan Insurance Company
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

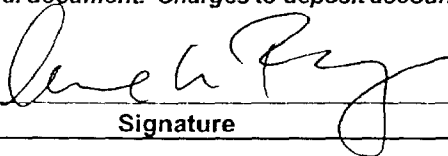
No

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. Charges to deposit account are authorized, as indicated herein.

Anne K. Berg

Name of Person Signing



Signature

August 2, 1999

Date Signed

US Registered Trademarks

3-Feb-97

Trademark	Registration #	Date Issued	Serial #	Date Filed	Comments
BZ	1,512,876	11/15/88			
Z-Lite	1,670,252	12/31/91			
Pro Tach	1,603,881	6/26/90			
Surf Animals	1,541,704	5/30/89			
Surf A-Tach	1,601,041	6/12/90			
Tach II	1,599,699	6/5/90			
Mahimahi	1,708,420	8/18/92			
Mano	1,708,419	8/18/92			
Popoki	1,708,392	8/18/92			
Bump R Ride	1,725,948	10/20/92			
Bump R Ride & Design	1,288,020	7/31/84			
Cent R Pede	1,696,243	6/23/92			
Bump R Slick	1,597,342	5/22/90			
Flip Float	1,334,511	5/7/86			
Scumball	1,439,186	5/12/87			
Scumball & Character	1,469,814	12/22/87			
Metamorface	1,564,722	11/7/89			
Stupid Hats	1,567,290	11/21/89			
Zoomerang	1,465,655	11/17/87			
Can U Canoe	1,704,801	8/4/92			
Diamond Rails	1,563,505	10/31/89			
Diamond Rails	1,745,915	1/12/93			
Diamond Dust	2,033,344		74/649,582		
Bump R Sling	1,711,905	9/1/92			
4 Rail Drive	1,718,368	9/22/92			
Fit Kick	1,713,911	9/8/92			
BZ Double Stripe	1,716,026	9/15/92			
SM & Design	1,713,888	9/8/92			
Tank U	1,706,957	8/11/92			
Wahini	1,713,912	9/8/92			
Shooter	1,713,926	9/8/92			
Big Bump R	1,722,163	10/6/92			
R Lite	1,725,947	10/20/92			
Scum Bloc	1,535,281	4/18/89			
Handi Mitt	1,694,445	6/16/92			
"Won't Crush Flat"	1,729,541	11/3/92			
Spring Cell	1,767,481	4/27/93			
Magenta Rail	1,741,464	12/22/92			
EOS	1,882,316	3/7/95			
Spina					
LF Liquid Force & Design			74/659,909	4/5/95	

TRADEMARK
REEL: 1613 FRAME: 0920

TRADEMARK
REEL: 001972 FRAME: 0134

Trademarks	Registration #	Date Issued	Serial #	Date Filed	Comments
Planet 3	1,957,800	2/20/96			
Liquid Force Class 25			74/107,924	5/22/96	
Edu Blocs			74/339,723	12/14/92	ITU
Rainbow Design	1,796,456	10/5/93			
Rival	1,877,733	2/7/95			
Wavemaster			74/556,464	8/2/94	
Speed Tach	1,614,002	9/18/90			
Quadra Ride	1,280,826	6/5/84			
Action Traction	1,564,776	11/7/89			
All Terrain Vehicles	1,905,701	7/18/95			Cl. 25
All Terrain Vehicles	1,962,281	3/12/96			Cl. 28
ATV	1,926,580	10/10/95			Cl. 28
Attack			74/540,648	6/21/94	
A-Tach			74/724,239	8/29/95	
Ball Busters	1,843,742	7/5/94			
Heroes Only USA	1,896,710	5/13/95			
Team Madrid			74/722,567	8/29/95	
Trac Top	1,861,059	11/1/94			
Grip Sation	1,616,852				
Marble Design	1,872,100	1/3/95			
Q Sport			74/525,074	5/16/94	ITU
Scumbag	1,902,721	7/4/95			
Scum Stop R	1,934,484	11/7/95			
Scum Mitt	1,628,988	12/25/90			
Skimmer-Scum-Sock	1,772,397	5/18/93			
Slapz			74/453,958	11/3/93	

TRADEMARK
REEL: 1613 FRAME: 0921

TRADEMARK
REEL: 001972 FRAME: 0135

Trademark	Registration #	Date Issued	Appln. #	Date Filed	Comments
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Foreign Trademarks & Applications

A-Tach/Australia			577,684	5/5/92	
Bump-R-Ride/Canada				3/18/92	
BZ / Australia			540,087	3/10/92	
BZ / Brazil	812,417,445	1/16/90			
BZ / France	261,504	1/16/91			
BZ / Mexico	474,062	6/3/94			
BZ / Japan (ball)	2,676,595	1/29/94			
BZ / Venezuela	7254/91	Nov-93			
BZ / Uruguay	249664				
BZ / Argentina	1,826,433	Dec-92			
BZ / Japan Cl. 9			126364/1996	11/8/96	
BZ / Japan Cl. 14			126365/1996	11/8/96	
BZ / Japan Cl. 16			126366/1996	11/8/96	
BZ / Japan Cl. 24			126367/1996	11/8/96	
BZ / Japan Cl. 34			126368/1996	11/8/96	
BZ Double Stripe Aust.			565,459	10/17/91	
BZ Double Stripe France	1,706,821	Apr-92			
BZ Double Stripe Vene.	183252	6/24/92			
R-Lite Brazil	816,713,740	4/30/92			
R-Lite France	92/26NL	Sep-92			
R-Lite Japan	15413/1992	2/18/92			
R-Lite Portugal	280591	6/12/92			
Scumball Canada	373241	8/24/90			
Scumball France	1,465,977	9/10/87			
Scumball Char. Canada	366,582	3/16/90			
Scumball Char. France	1,528,037	9/29/87			
Great White Tipz Brazil	816,714,924	5/4/92			
Great White Tipz France	1,713,861	12/23/91			
Nymph			109,863/1996	9/27/96	
Suction			109,865/1996	9/27/96	
Squirt			109,865/1996	9/27/96	
Wave Master UK	1,581,417	6/28/94			
Wave Master France	94526188	6/24/94			
Liquid Force France			96/623706	5/2/96	
Liquid Force UK			2069509	4/23/96	
Liquid Force Australia			706982	4/22/96	
Liquid Force Swiss			03166/1996	5/2/96	
Liquid Force Italy			RM96C002831	6/21/96	
Liquid Force Japan			44489/1996	4/23/96 Cl. 25	
Liquid Force Japan			44490/1996	4/23/96 Cl. 28	

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REEL: 1613 FRAME: 0922

TRADEMARK
REEL: 001972 FRAME: 0136

RECC

10-01-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

481-40 482-1625



101138682

original documents or copy thereof.

1. Name of conveying party(ies):

EARTH AND OCEAN SPORTS, INC.
70 AIRPORT ROAD
P.O. BOX "S"

- Individual(s)
- General Partnership
- Corporation-State MASSACHUSETTS
- Other

MAD
7-3-99

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: MARCH 26, 1997

2. Name and address of receiving party(ies)

Name: JACKSON NATIONAL LIFE

Internal Address: c/o PPM AMERICA

Street Address: 225 WEST WACKER DRIVE, SUITE 1200

City: CHICAGO State: IL ZIP: 60601

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other MICHIGAN INSURANCE COMPANY

If assigned to 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 no.



A. Trademark Application No.(s)

Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

02-17-1999

SEE ATTACHED SCHEDULE

1706821

U.S. Patent & TMO/TM Mail Rcpt Dt. #40

Additional numbers attached? Yes No

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

Name: JAMES J. GREENBERGER

Internal Address: SCHWARZ, COOPER, GREENBERGER & KRAUSS, CHED.

Street Address: 180 NORTH LASALLE STREET, SUITE 2700

City: CHICAGO State: IL ZIP: 60601

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 1665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

RECEIVED
JUL 1 1997

97/10/1997 VERMIN 0000110 1706821
01 PCHAI
02 PCHAI

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.

JAMES J. GREENBERGER

Name of Person Signing

Signature

APRIL 1, 1997

Date

Total number of pages including cover sheet, attachments, and documents: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 1613 FRAME: 0919

TRADEMARK

REEL: 001972 FRAME: 0137

COLLATERAL ASSIGNMENT OF TRADEMARKS

This 26th day of March, 1997, Earth and Ocean Sports, Inc., a Massachusetts corporation ("*Assignor*"), with its principal place of business and mailing address at 70 Airport Road, P.O. Box "S", Hyannis, Massachusetts, in consideration for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, grants to Jackson National Life Insurance Company, a Michigan insurance company, (together with its successors and assigns, "*Assignee*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Assignor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Liabilities of Assignor as set out in that certain Intellectual Property Security Agreement dated as of March 26, 1997, by and between Assignor and Assignee (the "*Agreement*")

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Assignor has caused this Collateral Assignment of Trademarks to be duly executed as of the date and year first written above.

ASSIGNOR:

**EARTH AND OCEAN SPORTS, INC., a
Massachusetts corporation**

By: *[Signature]*
Title: PRESIDENT

ATTEST:

[Signature]
Its Secretary (Clerk).

ASSIGNEE:

**JACKSON NATIONAL LIFE INSURANCE
COMPANY, a Michigan insurance company**

By: **PPM AMERICA, INC., a Delaware
corporation**

By: *[Signature]*
Title: Managing Director

RECORDED: 07/03/1997

TRADEMARK
REEL: 1613 FRAME: 0924

RECORDED: 10/20/1999

TRADEMARK
REEL: 001972 FRAME: 0139