

04-20-2000

MW
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101327238
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Master Craft Boat Company

Execution Date
Month Day Year
03012000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Tennessee

Receiving Party

Mark if additional names of receiving parties attached

Name MCBC Acquisition Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 100 Cherokee Cove Drive

Address (line 2) _____

Address (line 3) Vonore

TN

37885

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other _____

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.)

Citizenship/State of Incorporation/Organization Delaware

04/20/2000 TTON11 0000059 182284 1972543

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 175.00 CH

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)

<input type="text" value="75428628"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1972543"/>	<input type="text" value="1136108"/>	<input type="text"/>
<input type="text" value="75428578"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1472389"/>	<input type="text" value="1185668"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1867981"/>	<input type="text" value="2180436"/>	<input type="text"/>

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.

John R. Mannix, Jr.

03/06/2000

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS

THIS ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS, dated as of this 1st day of March, 2000 ("Assignment"), is made by Master Craft Boat Company ("Assignor"), a Tennessee corporation with its principal place of business at 100 Cherokee Cove Drive, Vonore, Tennessee 37885, in favor of MCBC Acquisition Company ("Assignee"), a Delaware corporation with its principal place of business at 100 Cherokee Cove Drive, Vonore, Tennessee 37885.

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement, dated as of the 11th day of February, 2000 among Assignee, Assignor and MacAndrews & Forbes Holdings, Inc., as Assignor's Guarantor (the "Asset Purchase Agreement"), pursuant to which Assignor has agreed to assign to Assignee certain Intellectual Property (as defined therein), including the trademarks and the registrations thereof and applications therefor set forth on Schedule A hereto (collectively, the "Trademarks"); and

WHEREAS, Assignor is the owner of the trademark registrations and applications set forth on Schedule A hereto; and

WHEREAS, Assignee desires to acquire Assignor's entire right, title and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby:

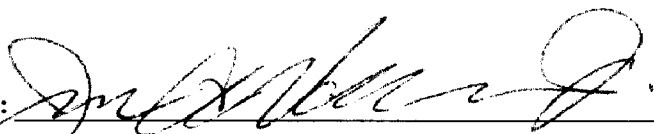
(i) assign, transfer, set over, and deliver to Assignee all of Assignor's right, title and interest in and to (x) the Trademarks, (y) the goodwill of the business connected with the use of and symbolized by such Trademarks, and (z) all rights to sue and recover for past infringement or misappropriation of the foregoing, whether presently pending or not, and to receive all income, royalties, damages and payments for past and future infringements thereof; and

(ii) authorize and request the United States Patent and Trademark Office to issue to Assignee the entire right, title and interest in and to any and all trademark registrations resulting from any of the applications set forth on Schedule A hereto, and any renewals of any of the registrations described in this Assignment.

IN WITNESS WHEREOF, each of the Assignor and the Assignee, through the undersigned, has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

MASTER CRAFT BOAT COMPANY

By: 
Name: James A. Valkenburgh, Jr.
Title: Executive VP M.C.B.C.

ASSIGNEE:

MCBC ACQUISITION COMPANY

By: _____
Name: _____
Title: _____

(ii) authorize and request the United States Patent and Trademark Office to issue to Assignee the entire right, title and interest in and to any and all trademark registrations resulting from any of the applications set forth on Schedule A hereto, and any renewals of any of the registrations described in this Assignment.

IN WITNESS WHEREOF, each of the Assignor and the Assignee, through the undersigned, has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

MASTER CRAFT BOAT COMPANY


By: _____

Name: _____

Title: _____

ASSIGNEE:

MCBC ACQUISITION COMPANY

By:  _____

Name: _____

Title: Everett R. Cook, President

STATE OF Tennessee)
COUNTY OF Knox) SS.

I, a notary public in and for the county and state aforesaid, do hereby certify that JAMES A. ULKENAAR, JR. the Executive VP BCFU of MASTER CRAFT BOAT COMPANY, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 29th day of February, 2000.

Cheryl Anne Day
Notary Public

My commission expires: 08-30-2000

STATE OF New York)
COUNTY OF New York) SS.

I, a notary public in and for the county and state aforesaid, do hereby certify that Everett R. Look, the President of MCBC ACQUISITION COMPANY, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 26th day of February, 2000.

Denise Maria Mc Dermott
Notary Public

DENISE MARIA McDERMOTT
Notary Public, State of New York
No. 01MC5018503
Qualified in New York County
Commission Expires Sept. 27, ~~2000~~ 2001

My commission expires:

SCHEDULE A

See attached list.

187570.1

MASTER CRAFT BOAT COMPANY'S
 TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS

Date: February 2, 2000

COUNTRY	MARK	IDENTIFICATION OF GOODS	APPLN. SERIAL NUMBER	FILING DATE	REG. NUMBER	REG. DATE	NEXT RENEWAL DATE	FIHS FILE NUMBER AND CASE STATUS
UNITED STATES	MASTERCRAFT	Class 6: Metal license plates Class 8: Sports & fishing knives Class 9: Ski vests in the nature of life jackets and sunglasses. Class 12: Boats, structural boat repair and replacement parts; structural boat parts; namely molded covers. Class 14: Watches Class 18: Umbrellas, all purpose sport bags, backpacks, fanny packs, travel bags, attache cases. Class 20: Non-metal floating key rings and beach chairs. Class 21: Insulated cups, insulated can holders, portable coolers, sport bottles, sold empty, and ceramic mugs. Class 22: Unfilled canvas boat covers and dock tie down traps. Class 24: Beach towels. Class 25: Hats, sweaters, shirts, jackets, t-shirts, shorts sweatpants, pullover tops, polo shirts, beach cover-ups, tank tops, sweatshirts, visors and pants. Class 28: Ski ropes, ski rope shock elimination tubes, ski loaves, buoy balls, and nylon covers.	74/439,135	09/23/93	1,867,981	12/20/94	12/20/04	(2236,600800) REGISTERED. Affidavit of Use due by 12/20/00.
UNITED STATES	MASTERCRAFT	Class 12: Boats and boat trailers.	73/559,907	09/24/85	1,427,389	02/03/87	02/03/07	(2216,600900) REGISTERED.
UNITED STATES	1971 MASTERCRAFT Logo	Class 12: Ski boats.	73/205,059	02/26/79	1,136,108	05/27/80	05/27/00	(2216,600100) REGISTERED.
UNITED STATES	POWER SLOT (and design)	Class 12: Ski boats.	73/235,816	10/19/79	1,185,668	01/12/82	01/12/02	(2216,601300) REGISTERED.
UNITED STATES	X-STAR	Class 12: Boats.	75/312,695	06/23/97	2,180,436	08/11/98	08/11/08	(2216,600100) REGISTERED. Affidavit of Use due by 08/11/04

MASTER CRAFT BOAT COMPANY'S
TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS

Date: February 2, 2000

COUNTRY	MARK	IDENTIFICATION OF GOODS	APPLN. SERIAL NUMBER	FILING DATE	REG. NUMBER	REG. DATE	NEXT RENEWAL DATE	FCH'S FILE NUMBER AND CASE STATUS
UNITED STATES	POWERSTAR	Class 12: Boats.	75/428,628	02/04/98				(22)6,600(200) PENDING APPLICATION
UNITED STATES	PROSTAR	Class 12: Boats.	75/428,578	02/04/98	2,275,631	09/07/99	09/07/09	(22)6,600(100) REGISTERED

UNITED STATES	MARJSTAR	Class 12: Motor boats.	74/626,286	01/27/95	1,972,543	05/07/96	05/07/06	(22)6,601(200) REGISTERED. Affidavit of Use due by 05/07/02.
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TRADEMARK

REEL: 002055 FRAME: 0455

RECORDED: 03/14/2000