

08-14-2000



101430785

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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Victor Automotive Products, Inc.

7 21 00

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name Barjan Products, L.L.C.

DBA/AKATA

Composed of

Address (line 1) 2751 Morton Drive

Address (line 2)

Address (line 3) East Moline

Illinois

61244

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other limited liability company
- Citizenship/State of Incorporation/Organization Delaware

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

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.

DENEEN SANDERS

7-21-00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARK REGISTRATIONS

This Assignment of Trademark Registrations is made this 21st day of July, 2000, by **VICTOR AUTOMOTIVE PRODUCTS, INC.**, an Illinois corporation ("Assignor") to **BARJAN PRODUCTS, L.L.C.**, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor has adopted and registered the trademarks identified in Exhibit A hereto (the "Trademarks").

WHEREAS, Assignee desires the entire right, title and interest in and to the Trademarks, together with the registrations therefor and the goodwill of the business, if any, associated with the use of and symbolized by the Trademarks;

WHEREAS, Assignor represents and warrants that it has a valid right to use and has used the Trademarks and that Assignor has not sold, transferred or otherwise assigned the Trademarks to any third party;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee its entire right, title and interest in and to the Trademarks, and the registrations therefor, together with any goodwill of the business associated with and symbolized by the Trademarks and the right to sue and recover for all past infringements or other violations of the Trademarks.

[Signature page follows]

IN WITNESS WHEREOF, Assignor has executed this instrument.

VICTOR AUTOMOTIVE PRODUCTS, INC.

By: *Michael Braverman*

Name: Michael H. Braverman

Title: President

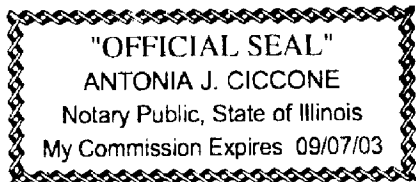
EXHIBIT A

MARK	REGISTRATION NUMBER
HELPMATE	1,888,223
MR. SILENCER and Design	1,324,361
MR. SILENCER	1,322,048

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this ____ day of July, 2000, before me personally came Michael H. Braverman, known to me and to me known as the same individual whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument as his free and voluntary act for the uses and purposes set forth.

OFFICIAL SEAL



Antonia J. Ciccone
Notary Public

My Commission Expires 9/7/03

1139211

**SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT**

TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Reg. No.</u>	<u>Date Registered</u>
NONE		

TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Date Filed</u>
KIDS FIRST	75-524763	July 24, 1998

TRADEMARK LICENSES

None