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OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record original documents or copy thereof.

1. Name of conveying party(ies):

General Direct Marketing, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: May 20, 2000

2. Name and address of receiving party(ies)

Name: Yachtsman Licensing Corp.

Internal Address:

Street Address: 1304/1400 North Ocean Blvd.

City: Myrtle Beach State: SC ZIP: 29577

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State South Carolina
- Other

If assignee is 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 number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,781,908
1,779,328
1,841,007

Additional numbers attached? Yes No

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

Name: Michael F. Petock, Esquire

Internal Address:

Street Address: 46 The Commons at Valley Forge

1220 Valley Forge Rd., P.O. Box 856

City: Valley Forge State: PA ZIP: 19482

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-1428

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

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DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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.

Michael F. Petock, Esq.
Name of Person Signing

Michael F. Petock
Signature

7/6/2000
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments TRADEMARK
Washington, D.C. 20231

REEL: 002121 FRAME: 0401

**ASSIGNMENT OF REGISTRATIONS,
MARKS AND ASSOCIATED GOOD WILL**

This Agreement made this 20th day of May, 2000 by and between General Direct Marketing, Inc., a Pennsylvania corporation, having a principal place of business at Fort Depuy, River Road, Shawnee-on-Delaware, PA 18356, hereinafter referred to as "GDM" and Yachtsman Licensing Corp., a South Carolina corporation having a principal place of business at the Yachtsman Resort, 1304/1400 North Ocean Boulevard, Myrtle Beach, South Carolina 29577 and a mailing address of Post Office Box 1469, Myrtle Beach, South Carolina 29577, hereinafter referred to as "ASSIGNEE."

WHEREAS, GDM is a party to a Settlement Agreement of even date herewith resolving various matters and issues with several parties and is the LICENSEE under a licensee agreement entitled Assignment From and License to GDM of even date herewith under, *inter alia*, the marks covered by the following service mark registrations: (1) Registration No. 1,781,908 for the mark "YACHTSMAN"; (2) Registration No. 1,779,328 for the mark "YACHTSMAN & SAIL on WAVE DESIGN" and Registration No. 1,841,007 for the mark "SAIL on WAVE DESIGN."

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by GDM, intending to be legally bound, agrees as follows:

1. GDM assigns to ASSIGNEE, all right, title and interest in and to the marks shown in the following registrations together with all of the good will of the business connected with the use and symbolized by the marks, together with all claims that could have been asserted by GDM for damages by reason of past infringement by third parties of the marks prior to the execution of


the Agreement, with the same right to sue for, and collect the same for ASSIGNEE's own use and benefit and for the use and benefit of its successors, assignees and other legal representatives.

The registrations are listed as follows:

- (1) Registration No. 1,781,908 for the mark "YACHTSMAN" issued July 13, 1993;
- (2) Registration No. 1,779,328 for the mark "YACHTSMAN & SAIL on WAVE DESIGN" issued June 29, 1993; and
- (3) Registration No. 1,841,007 for the mark "SAIL on WAVE DESIGN" issued June 21, 1994.

2. This Assignment shall be governed by, construed and interpreted in accordance with the laws of the Commonwealth of Pennsylvania.

GENERAL DIRECT MARKETING, INC.


(LEGAL SEAL)
Virginia A. Polinski
Vice President