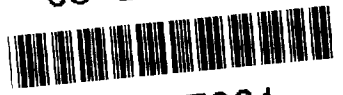


8.31.00



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-22-2000



101467881

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

Receiving Party

Mark if additional names of receiving parties attached

- Name
- DBA/AK/A _____
- Composed of _____
- Address (line 1)
- Address (line 2) _____
- Address (line 3)
- City State/Country Zip Code
- Individual General Partnership Limited Partnership Corporation Association
 - Other
 - 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

09/22/2000 MTHA11 00000081 75749172

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

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: #

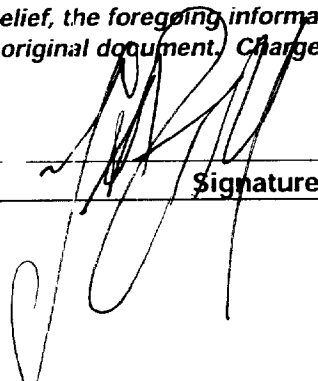
Authorization to charge additional fees: Yes No

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.

George A. Pelletier Jr.

Name of Person Signing



Signature

August 30, 2000

Date Signed

**QUINTANA ROO, INC.
CONFIRMATORY TRADEMARK ASSIGNMENT TO
QR MERLIN ACQUISITION LLC**

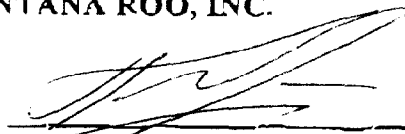
For valuable consideration, the receipt of which is hereby acknowledged, **QUINTANA ROO, INC.**, a Delaware corporation ("Assignor"), hereby assigns to **QR MERLIN ACQUISITION LLC**, a Delaware limited liability company ("Assignee") having its principal place of business at One Gerham Island, Westport, Connecticut 06880, all of the right, title and interest of Assignor in and to the trademarks and applications therefor owned by Assignor that are listed on Schedule 1.4 to the Asset Purchase Agreement (the "Agreement").

The assignment is part of the transfer to Assignee of the business and goodwill of the business of Assignor with which the marks assigned herein are used in accordance with, and subject to, the terms of the Agreement.

Executed as of June 21, 2000

QUINTANA ROO, INC.

By


Name: *Federico Lano*
Title: *President-CEO*

Schedule 1.4

Copyrights

All tangible materials created by the businesses and protected by copyrights.

Patents

None.

Trademarks

QUINTANA ROO, INC.

Domestic Status Report

June 22, 2000

Mark	Appl. No.	Filing Date	Reg. No.	Reg. Date	Status
QR	73/823,556	09/05/89	1,598,470	05/29/90	REGISTERED
QR	73/823,555	09/05/89	1,589,058	03/27/90	REGISTERED
QR	75/108,140	05/22/96	2,296,319	11/30/99	REGISTERED
QUNITANA ROO	73/823,552	09/05/89	1,596,274	05/15/90	REGISTERED
QUNITANA ROO	73/823,554	09/05/89	1,627,240	12/11/90	REGISTERED
QUNITANA ROO	75/108,131	05/22/96	2,333,460	03/21/00	REGISTERED
REAL and Design	75/749,172	07/13/99			PENDING
REAL DESIGN	75/749,298	07/13/99	2,357,470	06/13/00	REGISTERED

QUINTANA ROO, INC.

Foreign Status Report

June 22, 2000

Mark	Country	Appl. No.	Filing Date	Reg. No.	Reg. Date	Status
QR	France	96/651,966	11/22/96	96,651,966	05/02/97	REGISTERED
QR	Taiwan	8,823,878	05/19/99			PENDING
QUINTANA ROO	France	96/651,967	11/26/96	96,651,967	05/02/97	REGISTERED
QUINTANA ROO	Taiwan	8,823,879	05/19/99			PENDING

June 21, 2000

Worldwide Trademarks

Summary of All Trademarks of Merlin Materials, Inc.

Docket Number	Mark	Serial No. Filing Date	Registration No. Registration Date	Status
MERL T001XX United States REF:	MERLIN* Class: 012	73/802,956 5/26/1989	1,576,748 1/02/1990	Issued
MERL T002XX United States REF:	NEWSBOY* Class: 012 019	74/581,301 10/03/1994	1,977,348 5/28/98	Issued
Merlin Metalworks Germany	MERLIN		2,062,807 4/20/1994	Issued

* Issued in the name of Hyde Athletic Industries, Inc. now known as Saucony, Inc.