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To the Honorable Commissioner of , 101716400

attached original documents or copy thereof.

1. Name of conveying party(ies):

Misty Harbor Properties

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other
 - Association
 - Limited Partnership
- 5-3-01

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

2. Name and address of receiving party(ies)

Name: Essex Manufacturing, Inc.

Internal Address: Suite 501

Street Address: 350 Fifth Avenue

City: New York State: NY ZIP: 10018

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- 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

3. Nature of conveyance:

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

Execution Date: February 5, 2001

4. Application number(s) or Registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration

Miscellaneous De
Reg. No. 1,532,1

05-03-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #54

Additional numbers attached? Yes No

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

Name: Mark I. Feldman, Esq.

Internal Address:

Piper Marbury Rudnick & Wolfe

Street Address: 203 North LaSalle Street

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Any additional fees are authorized to be charged to deposit account

8. Deposit account number:

18-2284

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

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.

Mark I. Feldman

Name of Person Signing

Signature

2-15-01

Date

3

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

TRADEMARK

EXHIBIT A

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
Miscellaneous Design	1532142	March 28, 1989
Miscellaneous Design	1523608	February 7, 1989
HARBOR MASTER	1906597	July 18, 1995
HARBOR MASTER	799572	November 30, 1965
MISTY HARBOR	2375497	August 8, 2000
MISTY HARBOR	1816880	January 18, 1994
MISTY HARBOR	791893	June 29, 1965
PRAY FOR RAIN	1521056	January 17, 1989

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Misty Harbor Properties, a general partnership organized under the State of Delaware, having a place of business at 350 Fifth Avenue, Suite 501, New York, New York 10018 ("Assignor"), is the sole and exclusive owner of the United States trademark registrations described on Exhibit A attached hereto and made a part hereof; and

WHEREAS, Essex Manufacturing, Inc., a Georgia corporation, having a place of business at 350 Fifth Avenue, Suite 501, New York, New York 10018 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said marks and the registrations thereof;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under said marks and registrations, together with the goodwill of the business symbolized by the marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized.

MISTY HARBOR PROPERTIES


By: 

Name: PETER J BAUM
Title: CHIEF OPERATING OFFICER

Date: 2/05/01

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

Subscribed and sworn to before me this 5 day of Feb., 2001.


Notary Public

My Commission Expires: 1/31/02

NEDA M. MICHELS
Notary Public, State of New York
No. 31-478211
Qualified in New York County
Commission Expires March 30, 19 ~~19~~ 1/31/02