



05-21-2001

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U.S. Department of Commerce  
Patent and Trademark Office

101728171 SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
Seneca Sports, Inc. **5-1401**

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

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

2. Name and Address of receiving party(ies)  
Name: GMAC Commercial Credit LLC  
Address: 1290 Avenue of the Americas  
New York, New York

3. Nature of conveyance:  
 Assignment                                       Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: May 2, 2001

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State New York  
 Other  Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  n/a

(Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 75/557,963, 74/305,439                      B. Trademark Registration No.(s) 845,343 and (SEE ATTACHED)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Baila H. Celedonia  
 Cowan, Liebowitz & Latman, P.C.  
 1133 Avenue of the Americas  
 New York, NY 10036-6799

6. Total number of applications and registrations involved:  
 48

7. Total fee (37 CFR 3.41)..... \$ 1,215  
 Enclosed  
 Any deficiency is authorized to be charged to  
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415  
 (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.*

Baila H. Celdonia                      Baila H. Celedonia                      5/14/01  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

NMP/NMP/19331/42/469371.1

TRADEMARK  
REEL: 002300 FRAME: 0001

**ADDITIONAL REGISTRATION NUMBERS**

TRADEMARK	REGIST. NUMBER	DATE REG.
ADRENALINE	2,136,050	19980210
HUTCH	2,346,087	20000425
FORSTER	2,409,153	20001128
TALON	2,356,024	20000606
MAXIMUM INTENSITY	2,283,883	19991005
ALPHA	2,209,653	19981208
ZERO	2,207,501	19981201
INFERNO	2,162,742	19980602
AIR FOAM	2,055,097	19970422
MARAUDER	2,118,363	19971202
SENECA SPORTS SENECA SPORTS	2,236,969	19990406
	2,239,118	19990413
STREET BEAT	2,166,142	19980616
EQUALIZER	2,162,344	19980602
AVENGER	2,213,176	19981222
TRITON	2,188,039	19980908
STREET FORCE	1,976,034	19960528
I.T.S.C.	1,970,597	19960423
INTEGRATED TOE STOP CHASSIS	1,949,786	19960116
STREET CRUISERS	2,021,192	19961203
GENESIS	2,184,303	19980825
HUTCH	1,922,155	19950926
SENECA	1,891,217	19950425
HUTCH	1,887,281	19950404
STREET STYLE	1,993,828	19960813
MAKES YOU FEEL LIKE A PRO	1,873,990	19950117
FUTURA	2,136,068	19980210
STREET TALK	1,861,043	19941101
JUNIOR JAM	1,839,514	19940614
MARCH MADNESS	2,425,958	20010206
RIM SHAKER	1,877,179	19950131
MONSTER JAM	1,873,341	19950110
KEEPS YOU AT THE TOP OF YOUR	1,852,014	19940830
NET-WORKS	1,854,271	19940913
STICKY MITTS	1,858,704	19941018
PSYCHLONE	1,841,422	19940621
THE HAMMER	1,926,543	19951010
HYDROBICS	1,845,179	19940712
STRIKE FORCE	1,813,039	19931221
IDEAL	1,717,560	19920922
STREETLITES	1,775,964	19930608
COMFORT TOUCH	1,704,327	19920728
STREET GLIDERS	1,709,406	19920818
WOODSIES	1,675,103	19920211
FORSTER	1,513,348	19881122

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, SENECA SPORTS, INC., a corporation formed under the laws of Delaware ("Borrower"), located at 75 Fortune Boulevard, Granite Park, Milford, MA 01757, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Commercial Credit LLC ("Lender") located at 1290 Avenue of the Americas, New York, New York, pursuant to (i) (a) a Factoring Agreement and (b) related agreements, and (ii) a certain Trademark Collateral Security Agreement dated on or about the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
5/2, 2001

WITNESS:

SENECA SPORTS, INC.

WITNESS:

Cecily F. Byrne

By: Frederick R. Bruce  
Name:  
Its: P.P. SALES & Marketing

WITNESS:

Cecily F. Byrne

GMAC COMMERCIAL CREDIT LLC

By: Carl F. Jepsen  
Name:  
Its: Senior Vice President

STATE OF Massachusetts

COUNTY OF Worcester <sup>ss.:</sup>

On this 2nd day of MAY, 2001, before me personally came Frederick R. Green, to me known, who, being by me duly sworn, did depose and say that he is the VP Sales & Marketing of SENECA SPORTS, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Valerie D. Robinson-King  
Notary Public

STATE OF Massachusetts

COUNTY OF Worcester <sup>ss.:</sup>

On this 2nd day of MAY, 2001, before me personally came Paul Fitzgerald, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of GMAC COMMERCIAL CREDIT LLC, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Valerie D. Robinson-King  
Notary Public

TRADEMARK	REGIST. NUMBER	SERIAL NUMBER	DATE REG.	DATE OF FILING
ADRENALINE	2,136,050	75-976,164	19980210	19950817
IDEAL		75-557,963		19980922
HUTCH	2,346,087	75-500,832	20000425	19980608
FORSTER	2,409,153	75-500,830	20001128	19980608
TALON	2,356,024	75-490,161	20000606	19980522
MAXIMUM INTENSITY	2,283,883	75-370,576	19991005	19971009
ALPHA	2,209,653	75-252,185	19981208	19970305
ZERO	2,207,501	75-175,822	19981201	19961002
INFERNO	2,162,742	75-168,003	19980602	19960918
AIR FOAM	2,055,097	75-104,003	19970422	19960514
MARAUDER	2,118,363	75-059,239	19971202	19960216
SENECA SPORTS SENECA SPORTS	2,236,969	74-713,314	19990406	19950809
	2,239,118	74-713,299	19990413	19950809
STREET BEAT	2,166,142	74-702,929	19980616	19950718
EQUALIZER	2,162,344	74-679,498	19980602	19950523
AVENGER	2,213,176	74-679,086	19981222	19950523
TRITON	2,188,039	74-679,074	19980908	19950523
STREET FORCE	1,976,034	74-611,402	19960528	19941215
F.T.S.C.	1,970,597	74-594,523	19960423	19941103
INTEGRATED TOE STOP CHASSIS	1,949,786	74-594,522	19960116	19941103
STREET CRUISERS	2,021,192	74-527,998	19961203	19940520
GENESIS	2,184,303	74-527,396	19980825	19940509
HUTCH	1,922,155	74-525,575	19950926	19940517
SENECA	1,891,217	74-511,631	19950425	19940412
HUTCH	1,887,281	74-493,967	19950404	19940224
STREET STYLE	1,993,828	74-488,482	19960813	19940209
MAKES YOU FEEL LIKE A PRO	1,873,990	74-484,945	19950117	19940131
FUTURA	2,136,068	74-471,755	19980210	19931216
STREET TALK	1,861,043	74-426,684	19941101	19930820
JUNIOR JAM	1,839,514	74-426,682	19940614	19930820
MARCH MADNESS	2,425,958	74-408,129	20010206	19930701
RIM SHAKER	1,877,179	74-403,692	19950131	19930621
MONSTER JAM	1,873,341	74-403,691	19950110	19930621
KEEPS YOU AT THE TOP OF YOUR	1,852,014	74-402,799	19940830	19930618
NET-WORKS	1,854,271	74-402,792	19940913	19930618
STICKY MITTS	1,858,704	74-391,724	19941018	19930517
PSYCHLONE	1,841,422	74-367,577	19940621	19930312
THE HAMMER	1,926,543	74-327,179	19951010	19921030
HYDROBICS	1,845,179	74-327,174	19940712	19921030
BEACH BUM		74-305,439		19920817
STRIKE FORCE	1,813,039	74-285,664	19931221	19920617
IDEAL	1,717,560	74-238,410	19920922	19920117
STREETLITES	1,775,964	74-225,496	19930608	19911126
COMFORT TOUCH	1,704,327	74-169,058	19920728	19910522
STREET GLIDERS	1,709,406	74-153,082	19920818	19910329
WOODSIES	1,675,103	74-058,119	19920211	19900511
FORSTER	1,513,348	73-722,614	19881122	19880415
HUTCH	845,343	72-255,626	19680305	19661003

**EXHIBIT A**

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated as of MAY 2, 2001, by and between SENECA SPORTS, INC. and GMAC COMMERCIAL CREDIT LLC.

See attached Exhibit A.