

6-15-01

06-20-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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ET U.S. DEPARTMENT OF COMMERCE
Y U.S. Patent and Trademark Office

101754192

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

1. Name of conveying party(ies):
CS Systems, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Pennsylvania
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Dodge-Regupol Delaware, Inc.
Internal Address: 103 Springer Building
Street Address: 3411 Silverside Road
City: Wilmington State: DE Zip: 19810
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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 Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 1, 2000


4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1639178;
1674227; 1706786; 2211741; 1764631

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jenice L. Rutherford
Internal Address: Stevens & Lee, P.C.
Street Address: 25 North Queen Street
Suite 602
City: Lancaster State: PA Zip: 17603

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(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.
Jenice L. Rutherford  6/14/01
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: X

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

06/19/2001 DBYRNE 00000112 1639178
01 FC:481 40.00 DP
02 FC:482 100.00 DP

TRADEMARK
REEL: 002315 FRAME: 0907

ASSIGNMENT OF REGISTERED TRADEMARKS

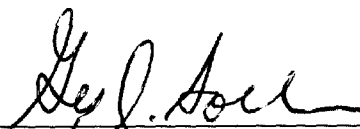
ASSIGNMENT OF REGISTERED TRADEMARKS, made as of January 1, 2000, by CS SYSTEMS, INC., a Pennsylvania corporation ("Assignor"), to DODGE-REGUPOL DELAWARE, INC., a Delaware corporation ("Assignee").

BACKGROUND: Assignor is the owner of certain trademarks, as registered with the United States Patent and Trademark Office, all as more fully described on Exhibit "A" attached hereto (the "Trademarks"). Assignor desires to assign the Trademarks to Assignee.

NOW, THEREFORE, in consideration of \$10 in hand paid, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers, conveys and sets over unto the Assignee Assignor's entire right, title and interest in, to and under the Trademarks, together with all of the goodwill of the business associated with the use thereof and symbolized thereby, and all of Assignor's copyrights (including any common law and statutory rights and copyrights which Assignor may have with respect to any photographs, drawings and the like which Assignor uses only in connection with the Trademarks), registrations, applications, amendments, applications for amendments, designs, trade dress and claims and causes of action (including, without limitation, claims and causes of action for past infringement) relating thereto, and the right to sue and collect damages for any and all past infringements thereof, and any of Assignor's other rights relating thereto (collectively, the "Rights").

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the day and year first above written.

CS SYSTEMS, INC.

By 
George C. Soukas
Secretary


COMMONWEALTH OF PENNSYLVANIA :

: SS.

COUNTY OF LANCASTER :

On this 11th day of January, 2000, before me, a notary public, the undersigned officer, personally appeared GEORGE C. SOUKAS, who acknowledged himself to be the Secretary of CS SYSTEMS, INC., a Pennsylvania corporation, and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

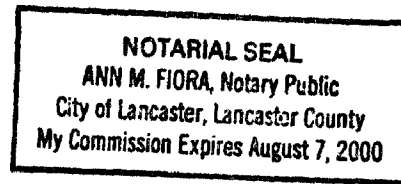


EXHIBIT A

TO

THE ASSIGNMENT OF REGISTERED TRADEMARKS

BY CS SYSTEMS, INC. TO DODGE-REGUPOL DELAWARE, INC.

TRADEMARKS

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>DATE</u>
Aquadeck	1803748	11/09/1993
Playguard	1639178	03/26/1991
Play Seal	1674227	02/04/1992
Softpave	1706786	08/11/1992
Softroll	2211741	12/15/1998
Super Top	1764631	04/13/1993