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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pacer Technology

10/09/01

- Individual(s)
- General Partnership
- Corporation-State California
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: September 27, 2001

2. Name and address of receiving party(ies):

Name: C-BATES, LLC

Internal Address:

Street Address: 100 Trap Falls Road Extension

City: Shelton State: CT ZIP: 06484

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/169,607
76/260,794

B. Trademark Registration No.(s)

403,531	1,537,219	1,780,056
788,572	1,519,571	756,156
1,304,550	1,702,525	756,216

Additional numbers Yes No

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

Name: Melvin I. Stoltz

Internal Address:

Street Address: 51 Cherry Street

City: Milford State: CT ZIP: 06460

6. Total number of applications and registrations involved:.....

30

7. Total fee (37 CFR 3.41):.....\$ 765.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4512

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.

Melvin I. Stoltz

Name of Person Signing

Signature

October 4, 2001

Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

TRADEMARK REGISTRATION NO.(S) CONTINUED

957,906
933,352
1,193,016
1,634,663
1,048,194
978,680
1,717,377
1,695,701
1,376,646
1,246,060
1,732,513
1,364,002
1,720,334
1,507,857
1,448,173
1,554,416
323,691
1,838,561
788,576

ASSIGNMENT

WHEREAS, PACER TECHNOLOGY, a corporation organized and existing under the laws of the State of California, having a place of business and mailing address at 9420 Santa Anita Avenue, Rancho Cucamonga, California, 91730, (hereinafter referred to as "ASSIGNOR") is the sole and exclusive owner of all right, title and interest in and to the U.S. Trademark Registrations identified in Schedule A, as evidenced by the records in the U.S. Patent and Trademark Office in an Assignment recorded in the U.S. Patent and Trademark Office on June 22, 1998 at Reel 1750, Frame 0088, and pending U.S. Trademark Applications identified in Schedule B attached hereto; and

WHEREAS, C-BATES, LLC, a Limited Liability Corporation organized and existing under the laws of the State of Connecticut, having a place of business and mailing address at 100 Trap Falls Road Extension, Shelton, Connecticut 06484, (hereinafter referred to as "ASSIGNEE") is desirous of acquiring the full title, rights, benefits and privileges to the U.S. Trademark Registrations and pending U.S. Trademark Applications shown in Schedule A and Schedule B;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR agrees as follows:

1. ASSIGNOR hereby assigns, transfers and conveys to ASSIGNEE the entire right, title and interest in and to the above-identified U.S. Trademark Registrations and U.S. pending Trademark Applications, together with all good will of the business arising from the use of and symbolized by these trademarks; and

2. ASSIGNOR hereby authorizes and requests the Commissioner of Patents and Trademarks to record the title of assignee as owner of the entire rights, title and interest, or otherwise as ASSIGNEE may direct, of the above-identified U.S. Trademark Registrations and Pending U.S. Trademark Applications.

In testimony of which I have signed my name below, this 27th day of September, 2001.

PACER TECHNOLOGY

By: Richard S. Kay
Title CHAIRMAN & CEO

STATE OF CALIFORNIA :
: ss
COUNTY OF SAN BERNARDINO :

On this 27th day of September, 2001 before me appeared RICHARD S KAY of Pacer Technology, signer and sealer of the foregoing instrument, who, being duly authorized, acknowledged the same to be his free act and deed and the free act and deed of said Corporation.

(Seal)

Dan Brown
Notary Public



SCHEDULE AREGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
BATES	403,531
BATH-PAC	788,572
BUFF N' GLOW	1,304,550
COLOR WORKS	1,537,219
COLORS	1,519,571
COLORS	1,702,525
COSMETCO	1,780,056
DIAMON DEB	756,156
DIAMON DEB	756,216
DIAMON DEB	957,906
DIAMON GLAZE	933,352
FILETTE	1,193,016
GEAR & BLOCK	1,634,663
KURLASH	1,048,194
KURLASH	978,680
MOTHER'S CHOICE	1,717,377
MR. DEL ORO	1,695,701
MR. MUSTACHE	1,376,646
OVERNIGHT'R	1,246,060
PRESTIGE	1,732,513
PRONAIL & DESIGN	1,364,002
QUARTET	1,720,334
SIGNATURE	1,507,857
THE COURIER	1,448,173

SCHEDULE A

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
THE OVERNIGHTER	1,554,416
TWISSORS	323,691
ULTRA	1,838,561
VALET-PAC	788,576

SCHEDULE B

PENDING TRADEMARKS

<u>Trademark</u>	<u>Serial No.</u>
WILDERNESS	76/169,607
YIKES "I LOVE IT!"	76/260,794