

12-21-2001
101923362

12-13-01

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

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

12/20/2001 6TON11 00000189 501290 0400509
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002410 FRAME: 0666

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0400509"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Linda S. Chan

12/13/2001

Name of Person Signing

Signature

Date Signed

ANY FEE DUE WITH THIS PAPER, NOT FULLY COVERED BY AN ENCLOSED CHECK, MAY BE CHARGED ON DEPOSIT ACCOUNT NO. 501290

Filed by Express Mail
(Receipt No. EL 818385)
on DEC. 13, 2001
pursuant to 37 CFR 2.101
by [Signature]
Q. TRADEMARK

WORLDWIDE ASSIGNMENT OF MARKS

WHEREAS, GRUEN PRECISION, INC., a Delaware corporation ("Assignor") with a place of business at 150 Erie & Susquehanna Avenue, Exeter, PA 18643, has adopted, used, is using and is the owner of certain trademarks marks and trade names, and registrations and pending applications therefor, identified and listed on Schedule A hereto (collectively, the "Scheduled Marks"); and

WHEREAS, M. Z. BERGER & Co., INC., a Delaware corporation ("Assignee") with a place of business at 33-00 Northern Blvd, Long Island City, NY 11101, desires to acquire said Scheduled Marks pursuant to a certain Asset Purchase Agreement dated December 27, 1996 (the "Asset Purchase"); and

WHEREAS, pursuant to the Asset Purchase, Assignee is a successor to the business of Assignor, or portion thereof, to which the Scheduled Marks pertain, and that business is existing and ongoing; and

WHEREAS, pursuant to the Asset Purchase, Assignor is retaining its retail store services for watches and watch related goods business;

NOW, THEREFORE, for TEN AND NO/100 DOLLARS (\$10) and other good and valuable consideration, the receipt, sufficiency, and adequacy of which are hereby acknowledged, Assignor does hereby assign to Assignee, its successors and assigns, absolutely and forever, all of its right, title and interest, whether statutory or at common law, in and to the Scheduled Marks, together with the goodwill of the business symbolized by them throughout the world and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor, whether or not in connection with the Scheduled Marks, and all registrations and pending applications therefor, in all countries throughout the world, together with the goodwill of the business symbolized by them (collectively, "All Marks"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Notwithstanding any of the foregoing, this assignment does not include, and Assignor is specifically retaining all of its right, title and interest, whether statutory or at common law, in and to the mark WATCH FACTORY DESIGNER WATCHES, U.S. Reg. No. 1,806,550, which is used in connection with its retail store services business.

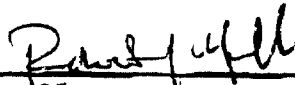
Assignor agrees to such execute further papers and do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks.

Promptly after the effective date of this Assignment, but in no event later than January 31, 1997, Assignor shall change its corporate name and cause its subsidiaries to change their corporate names such that their new names do not contain either (1) the words

"GRUEN", "PRECISION", "HUGO MAX" or any of word(s) which are the same as any of the All Marks assigned herein or (2) any variations thereof.


IN WITNESS WHEREOF, Gruen Precision, Inc. has caused this Trademark Assignment to be executed and delivered as of this 27th day of December, 1996.

GRUEN PRECISION, INC.

By: 
Name: Robert S. Call
Title: CEO

IN WITNESS WHEREOF, M. Z. Berger & Co., Inc. accepts this Trademark Assignment executed and delivered as of this 27th day of December, 1996

M. Z. BERGER & CO., INC.

By: 
Name: Donald M. Nelson
Title: CEO

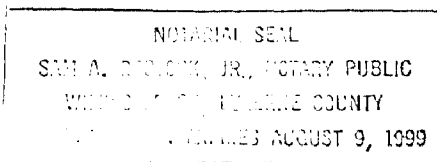
Notarial Acknowledgement

Pennsylvania)
State of ~~New York~~)
Luzerne) ss.:
County of ~~New York~~)

On this 30th day of December, 1996 before me personally came ROBERT GALLE to me known, who being by me duly sworn, did depose and say that he/she is CEO [title] of Gruen Precision, Inc. the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the Board of Directors.

[Notarial Seal]

Sam A. Rostock, Jr.
Notary Public



Pennsylvania)
State of ~~New York~~)
Luzerne) ss.:
County of ~~New York~~)

On this 31 day of ~~December, 1996~~ ^{JANUARY 1997}, before me personally came BERNARD MERMELSTEIN to me known, who being by me duly sworn, did depose and say that he/she is C.E.O. [title] of M. Z. Berger & Co., Inc., the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the Board of Directors.

[Notarial Seal]

Lionel T. Bauman

LIONEL T. BAUMAN
NOTARY PUBLIC, State of New York
No. 4866932
Qualified in Nassau County
Commission Expires Aug. 11, 1998

Schedule A

<u>Mark</u>	<u>Territory</u>	<u>Registration No.</u>	<u>Registration Date</u>
GRUEN THE PRECISION WATCH	USA	400,509	March 16, 1943