

4/22/02

05-10-2002

ET

U.S. Department of Commerce
Patent and Trademark Office



To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Brine, Inc.

102085702

Address of receiving party(ies):

Name: Brine Acquisition Corporation

- Individual
- General Partnership
- Corporation
- Other _____

- Association
- Limited Partnership

Internal Address: _____

Street Address: 47 Sumner Street

City: Milford State: MA ZIP: 01757

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Massachusetts
- Other _____

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

3. Nature of conveyance:

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

Execution Date: April 10, 2002

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

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

A. Trademark Application No.(s): 78/030152, 78/880039, 78/028769, 78/030156, 78/040039, 78/046319, 78/052786, 78/052788, 78/052789, 78/052795, 78/054324 (continued on attached sheet)

B. Trademark Registration No(s): 1573600, 1581720, 1576564, 1177491, 1177475, 2141017, 2185261, 2210099, 2216873, 2241335, 2243875, 2250561, 2250560, 2250597, 2284393, 2293465, 2293464 (continued on attached sheet)

Additional numbers attached? Yes No

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

Name: Nora E. Field, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 47

7. Total fee (37 CFR 3.41):.....\$1190
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1446
(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.

Nora E. Field, Esq.
Name of Person Signing

Nora E. Field
Signature

April 11, 2002
Date

05/10/2002 6TOM11 00000002 061446 78030152

Total number of pages comprising cover sheet: 2

01 FC+481 40.00 CH

02 FC+482 1150.00 CH

TRADEMARK
REEL: 002496 FRAME: 0902

Assignment from Brine, Inc. to Brine Acquisition Corporation

BOX 4.

Application number(s) or registration number(s):

A. Trademark Application No.(s):

78/057916

78/065202

78/077129

76/296395

78/079620

78/085680

78/086120

B. Trademark Registration Nos.:

1108125

1241312

2027614

2423445

2425281

2425282

2425283

2455052

2468686

2473265

2474071

2534787

TRADEMARK ASSIGNMENT

This Assignment is made by Brine, Inc. ("Assignor"), a New Hampshire corporation with offices at 47 Sumner Street, Milford, MA 01757, USA, and Brine Acquisition Corporation ("Assignee"), a Massachusetts corporation with offices at 47 Sumner Street, Milford, MA, 01757, USA;

WHEREAS, Assignor has adopted, used and registered the marks set forth in Exhibit A hereto (the "Marks");

WHEREAS, Assignee is desirous of acquiring Assignor's rights in the marks;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged;

Assignor does hereby assign, transfer and convey to Assignee all of its right, title and interest in and to the Marks, including the U.S. and foreign registrations set forth in Exhibit A, and all registrations issuing thereon, and renewals thereof, and all common law rights thereof, together with the goodwill of the business connected with and symbolized by the Marks, and the right to sue and recover for past infringement of the Marks.

Assignor agrees to execute all further documents and take all reasonable steps necessary to perfect Assignee's right, title and interest in and to all trademarks listed in Exhibit A hereto, including but not limited to executing any additional documents necessary to transfer and record the assignment of each and all trademarks in the various countries covered by this Assignment.

Brine, Inc.

Date: _____

April 10, 2002

By: _____

Thomas M. Pelletier V.P. & CFO
Name: *THOMAS M. PELLETIER*
Title: *VICE PRESIDENT & CHIEF
FINANCIAL OFFICER*

EXHIBIT A

Trademark	Trademark Reg. No.	Country
Brine	1.477.722	Argentina
Brine	B350,148	Australia
Brine	612118	Benelux
Brine	543.514	Benelux
Brine	73342-C	Bolivia
Brine	818015586	Brazil
Brine	442,399	Canada
Brine	Application No. 899,823	Canada
Brine	707244	China
Brine	713340	China
Brine	Pending Application	Costa Rica
Brine	190.470	Czech Republic
Brine	4016/96	Denmark
Brine	2913-95	Ecuador
Brine	97667299	France
Brine	395 44 482	Germany
Brine	1098184	Germany
Brine	1162586	Germany
Brine	1162587	Germany
Brine	39403223	Germany
Intl 32 & Design	1,149,732	Great Britain
Brine	685437	Italy
Brine	2,304,465	Japan
Brine	1,937,789	Japan
Brine	4185463	Japan
Brine	490.201	Mexico

Trademark	Trademark Reg. No.	Country
Brine	181221	Norway
Brine	84549	Panama
Brine	84550	Panama
Brine	031,687	Peru
Brine	009,816	Peru
Brine	7698/93	Singapore
Brine	82/0313	South Africa
Brine	82/0314	South Africa
Eclipse & Device	82/0315	South Africa
Eclipse & Device	82/0316	South Africa
Brine	324 585	Sweden
[Brine]	1094284	United Kingdom

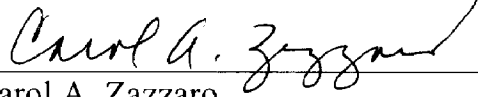
<u>Trademark Name</u>	<u>Trademark No.</u>	<u>Country</u>
The Ghost	1,573,600	US
Sweeper and Design	1,581,720	US
Soccer Ball (Championship)	1,576,564	US
Eclipse	1,177,491	US
International 32	1,177,475	US
BRINE	1,241,312	US
Hard Core	2,027,614	US
International 32	2,141,017	US
BRINE	2,185,261	US
Triad	2,210,099	US
Triad	2,216,873	US

<u>Trademark Name</u>	<u>Trademark No.</u>	<u>Country</u>
Spinning B & Design	2,241,335	US
Wing Design	2,243,875	US
Spinning B & Design	2,250,561	US
Wing Design	2,250,560	US
Tsunami & Design	2,250,597	US
Floating Cuff System	2,284,393	US
Wing Design-Class	2,293,465	US
Spinning B & Design	2,293,464	US
Firefly	1,108,125	US
Aero	2,423,445	US
Edge	2,425,281	US
Warp	2,425,282	US
Powergrip	2,425,283	US
V-Pocket	2,455,052	US
Tsunami (Word Only)	2,468,686	US
Offset	2,473,265	US
BRINE	2,474,071	US
F55	2,534,787	US
Aurora	78/030152	US
Quiltech	75/880039	US
Exothermic	78/028769	US
Vittoria	78/030156	US
Hyperwear	78/040039	US

Trademark Name	<u>Trademark No.</u>	<u>Country</u>
Hyper-Tech	78/046319	US
Monster Mesh	78/052786	US
Wahoo Pocket	78/052788	US
Trident	78/052789	US
Blaze	78/052795	US
Fire	78/054324	US
Pro Pinch	78/057916	US
Ventilator	78/055202	US
Synergy	78/077129	US
X-Factor	76/296395	US
Spiderweb	78/079620	US
Phantom	78/085680	US
Omega	78/086120	US

CERTIFICATE OF MAILING

I hereby certify that the foregoing document is being deposited with the United States Postal Service as first class mail in an envelope addressed to BOX ASSIGNMENT, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on April 11, 2002.)



Carol A. Zazzaro