

06-12-2002



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OFFICIAL

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Avid Outdoor L.L.C.

5-30-02

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

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

3. Nature of conveyance:

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

Execution Date: February 26, 2002

2. Name and address of receiving party(ies)

Name: HSBC Business Credit (USA) Inc.

Internal Address:

Street Address: 2405 Grand Avenue, Suite 900

City: Kansas City State: MO Zip: 64108

- 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

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

A. Trademark Application No.(s) 75/889,474;
75/908,092;

B. Trademark Registration No.(s) 1,226,574;
1,209,535; 1,212,260; 1,221,753;

Additional number(s) attached Yes No

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

Name: Christopher J. Hayes, Esq.

Internal Address: Bryan Cave LLP

Street Address: One Metropolitan Square
211 North Broadway, Suite 3600

City: St. Louis State: MO Zip: 63102-2750

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4467

DO NOT USE THIS SPACE

9. Signature.

Christopher J. Hayes
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 8

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

06/11/2002 TDIAZ1 00000131 75889474

01 FC:481 40.00 OP
02 FC:482 425.00 OP

TRADEMARK
REEL: 002523 FRAME: 0735

ATTACHMENT TO RECORDATION FORM COVER SHEET

ADDITIONAL TRADEMARK REGISTRATIONS

MARK	REGISTRATION NUMBER
AMERICAN CAMPER AC & Design	1,234,662
	1,237,388
	1,238,371
AMERICAN CAMPER & Design	1,939,793
	1,939,805
	2,092,714
	2,092,715
	2,092,717
AVID OUTDOOR	1,549,634
	1,926,093
CAMP WAYS	1,493,149
WEATHERITE	777,904

ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (“ASSIGNMENT”) is made and entered into as of December 13, 2001, by and between Avid Outdoor L.L.C., a limited liability company organized under the laws of the State of Kansas, having an address of 1120 West 149th Street, Olathe, Kansas 66061, United States of America, (hereinafter “Assignor”) and HSBC BUSINESS CREDIT (USA) INC., a corporation organized under the laws of the State of Delaware, having an address of 2405 Grand Avenue, Suite 900, Kansas City, Missouri 64108, United States of America (hereinafter “Assignee”).

WHEREAS, Assignor, prior to and as of the date hereof, was operating an ongoing and existing business, and owned, had adopted, used, and/or intended to use the marks identified on Schedule 1 attached hereto (the “Marks”), and owned other transferable rights associated with its ongoing and existing business including, but not limited to, the good will of the business associated with said Marks, and owned all worldwide right, title and interest in and to the registrations and applications for registration for the Marks set forth in Schedule 1; and

WHEREAS, Assignee is a successor to the entire business of Assignor, or portion thereof to which the Marks pertain, which business is ongoing and existing, and is desirous of acquiring said Marks, applications, registrations, and common law rights therein; and

WHEREAS, Assignor and Assignee are parties to a certain Agreement for Voluntary Surrender of Collateral dated December 13, 2001, which provides for, among other things, the assignment of the Marks from Assignor to Assignee.

NOW, THEREFORE, in consideration of the mutual covenants and obligations contained in the Agreement for Voluntary Surrender of Collateral, one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, and transfer to ASSIGNEE, its successors and assigns, all of its right, title, and interest, in the United States of America and all foreign countries including Argentina, Brazil, Canada, Chile, China, Columbia, Russia, South Korea, Taiwan, Thailand, and Venezuela, in and to the Marks, all applications, registrations and common law rights therefor and thereto, together with any and all of the goodwill of the business symbolized by and associated with said Marks, and all income, royalties, fees, damages, and payments now or hereafter due or payable in respect thereto, and in and to any and all causes of action (either in law or in equity), and the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement or misappropriation of any of said Marks, as part of the entire business or portion thereof to which the Mark pertains as required by 15 U.S.C. § 1060. This Assignment shall be effective as of December 13, 2001.

WHEREFORE, Assignor and Assignee have caused this Assignment to be duly executed below, on the date indicated, by their respective duly authorized officers.

ASSIGNOR: AVID OUTDOOR L.L.C.

2.26.02
Date

By: [Signature]
Name: LEE W. PEAKS
Title: Member

State of Kansas)
County of Johnson) SS

On this 26th day of February, 2002, before me, a Notary Public in and for the City of County Johnson in the State of Kansas, personally appeared Lee W. Peaks, to me known to be the Member of Avid Outdoor L.L.C., and being duly sworn, averred that, being duly authorized, he executed the foregoing Assignment as the free act and deed of said corporation.

Barbara Hays
Notary Public
[Notary Seal: BARBARA HAYS, 3/12/05]

My commission expires:

3/12/05
Date

ASSIGNEE: HSBC BUSINESS CREDIT (USA), INC.

By: Barbara Altman
Name: BARBARA ALTMAN
Title: VP

State of New York)
County of Erie) SS

On this 14th day of March, 2002, before me, a Notary Public in and for the City of County Erie in the State of New York, personally appeared Barbara Altman, to me known to be the Vice President of HSBC BUSINESS CREDIT (USA), INC., and being duly sworn, averred that, being duly authorized, he executed the foregoing Assignment as the free act and deed of said corporation.

Nancy Hitchcock
Notary Public

My commission expires:

9/24/2005

NANCY J. HITCHCOCK
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 9/24/2005

SCHEDULE 1

MARK	REGISTRATION NUMBER	DATE OF REGISTRATION
American Camper	1,573,967 (Argentina) 816,182,361 (Brazil) 816,182,353 (Brazil) 451,452 (Chile) 182866 (Columbia) 151,195 (Thailand) 151,411 (Thailand) 61-95 (Venezuela)	Registered on 08/31/1995 Registered on 05/11/1994 Registered on 07/25/1995 Registered on 10/13/1995 Registered on 11/24/1995 Registered on 11/26/1990 Registered on 11/26/1990 Registered on 04/26/1996
American Camper AC (stylized)	1,226,574 (USA)	Registered on 02/08/1983
American Camper AC & Design	1,209,535 (USA)** 1,212,260 (USA) 1,221,753 (USA) 1,234,662 (USA) 1,237,388 (USA) 1,238,371 (USA) 214,684 (S. Korea) 218,129 (S. Korea)(A) 219,182 (S. Korea) 219,183 (S. Korea) 220,509 (S. Korea) 221,402 (S. Korea) 221,404 (S. Korea) 224,577 (S. Korea)(A) 226,702 (S. Korea) 228,799 (S. Korea) 229,623 (S. Korea) 233,371 (S. Korea) 257,274 (S. Korea) 257,275 (S. Korea) 211,573 (Taiwan) 211,829 (Taiwan) 257,916 (Taiwan)	Registered on 09/21/1982 Registered on 10/12/1982 Registered on 12/28/1982 Registered on 04/12/1983 Registered on 05/10/1983 Registered on 05/17/1983 Registered on 06/11/1991 Registered on 08/02/1991 Registered on 08/14/1991 Registered on 08/14/1991 Registered on 08/30/1991 Registered on 09/16/1991 Registered on 09/16/1991 Registered on 10/23/1991 Registered on 11/26/1991 Registered on 12/19/1991 Registered on 01/04/1992 Registered on 02/28/1992 Registered on 01/15/1993 Registered on 01/15/1993 Registered on 05/16/1983 Registered on 05/16/1983 Registered on 09/16/1984
American Camper & Design	1,939,793 (USA) 1,939,805 (USA) 2,092,714 (USA)* 2,092,715 (USA)* 2,092,717 (USA)* TMA489,929 (Canada) 130,838 (Russia)	Registered on 12/05/1995 Registered on 12/05/1995 Registered on 09/02/1997 Registered on 09/02/1997 Registered on 09/02/1997 Registered on 02/13/1998 Registered on 05/15/1995
American Camper & Design	TMA528,514 (Canada)	Registered on 05/29/2000

(Banner Design)		
American Camper the Leader in Family Camping Fun & Design (Banner w/ Position Statement)	TMA528,521 (Canada)	Registered on 05/29/2000
American Camper & Device	579,431 (China) 581,198 (China) 582,301 (China) 582,729 (China) 582,803 (China) 582,804 (China) 582,805 (China) 583,557 (China) 583,985 (China)	Registered on 01/20/1992 Registered on 01/30/1992 Registered on 02/10/1992 Registered on 02/10/1992 Registered on 02/10/1992 Registered on 02/10/1992 Registered on 02/10/1992 Registered on 02/20/1992 Registered on 02/20/1992
American Clearwater	582,889 (China)	Registered on 02/10/1992
American Clearwater Rainwear & Device	347,798 (Taiwan)	Registered on 12/01/1986
American Clearwater Rainwear & Design	1,164,704 (USA)	Registered on 08/11/1981
Camp Ways	1,493,149 (USA)	Registered on 06/21/1988
Nesco	858,285 (USA)	Registered on 10/08/1968
Weather-Rite	1,878,692 (USA) 816,182,370 (Brazil) 816,182,388 (Brazil) 149,260 (Thailand) 150,264 (Thailand)	Registered on 02/14/1995 Registered on 10/06/1992 Registered on 08/18/1992 Registered on 11/26/1990 Registered on 01/03/1991
Weather-Rite & Device	578,752 (China)	Registered on 01/10/1992
Weather-Rite WR & Design	218,128 (S. Korea) 220,508 (S. Korea) 130,839 (Russia) 212,855 (Taiwan)	Registered on 08/02/1991 Registered on 08/30/1991 Registered on 08/15/1995 Registered on 06/01/1983
Weatherite	777,904 (USA)	Registered on 09/29/1964
X Caliber & Design	90-10333 (S. Korea) 218,130 (S. Korea) 219,184 (S. Korea) 221,403 (S. Korea) 225,546 (S. Korea)	Registration date not available. Registered on 08/02/1991 Registered on 08/14/1991 Registered on 09/16/1991 Registered on 11/09/1991
Xcaliber & Device	577,746 (China)	Registered on 12/30/1991

Trademark Applications

MARK	SERIAL NUMBER	APPLICATION DATE
American Camper	7315-95 (Venezuela)	Application filed on 08/23/1996 (trademark was granted on August 23, 1996; awaiting certificate)
Kampin' Kids	75/889,474 (USA)	Application filed on 01/06/2000
MultiFuel	75/908,092 (USA)	Application filed on 01/24/2000

Common Law Trademarks

American Camper (word mark)

American Camper & Design (Banner Design)

American Camper the Leader in Family Camping Fun & Design (Banner w/Positioning Statement w/Mountains & Trees)

EasyLight

The Leader in Family Camping Fun

X-Caliber/Xcaliber

UNITED STATES TRADEMARK AND SERVICE MARK CERTIFICATES

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,549,634	Avid Outdoor	July 25, 1989
1,916,487	Avid	September 5, 1995
1,926,093	Avid Outdoor	October 10, 1995