

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
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):

Congoleum Intellectual Properties, Inc.
300 Delaware Avenue, Ste 1704
Wilmington, DE 19801

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation **Delaware**
- Other

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

2. Name and Address of receiving party(ies)

Congoleum Corporation
3500 Quakerbridge Road
Mercerville, NJ 08619-0127

Individual(s) citizenship

- Association
- General Partnership
- Limited Partnership
- Corporation - **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 24, 2003**

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

1080475	1452296	1082556
1098811	1378261	1088038
1087573	1087546	1087572
78472	2175615	

Additional numbers attached? Yes No

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

Bruce Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036

6. Total number of applications/registrations involved: 11

7. Total fee (37 CFR 3.41) **\$290**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 152840/1)

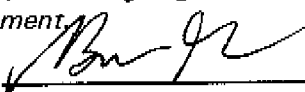
8. Deposit Account No. **19-2385**

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.

Bruce Goldner



January 28, 2003

Name

Signature

Date

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

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT dated January 24, 2003, by and between Congoleum Intellectual Properties, Inc., a Delaware corporation ("Assignor") having its principal office and place of business at 300 Delaware Avenue, Ste 1704, Wilmington, DE 19801, and Congoleum Corporation, a Delaware corporation ("Assignee"), having its principal office and place of business at 3500 Quakerbridge Road, P.O. Box 3127, Mercerville, NJ 08619-0127.

WHEREAS, Assignor owns all right, title, and interest in and to the trademarks and service marks set forth on Schedule I annexed hereto, including all registrations and applications therefore and the goodwill of the business symbolized thereby (the "Trademarks");

WHEREAS, Assignee desires to acquire the entire right, title and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, transfer, convey and assign to Assignee, and Assignee hereby accepts: (i) Assignor's entire right, title and interest in the Trademarks, together with the business to which the Trademarks pertain, which business is ongoing and existing, (ii) the right to sue, counterclaim, and recover for past, present, or future infringement or other violation of the rights assigned Assignee hereunder and (iii) every priority right that is or may be predicated upon or arise from said Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors and assigns, to be used as fully and entirely as said rights would have been held and enjoyed by Assignor if this assignment and sale had not been made.

Assignor hereby authorizes the U.S. Patent and Trademark Office to record the transfer of the Trademarks to Assignee as assignee of Assignor's entire right, title and interest therein, and to issue to Assignee any registration which may issue with respect to the Trademarks, in accordance with this Trademark Assignment.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed by its officers thereunto duly authorized as of this 24th day of January 2003.

ASSIGNOR

ASSIGNEE

By: [Signature]
Name: Howard N. Feist
Title: Secretary

By: [Signature]
Name: Howard N. Feist
Title: CFO and Secretary

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SCHEDULE 1

MARKS	U.S. REG. NO.
CONGOLEUM	1,080,475
CONGOLEUM	1,452,296
CONGOLEUM	1,082,556
CONGOLEUM	1,098,811
CONGOLEUM (Stylized Letters)	1,378,261
CONGOLEUM	1,088,038
CONGOLEUM	1,087,573
CONGOLEUM	1,087,546
CONGOLEUM	1,087,572
CONGOLEUM and Design	78,472
CONGOLEUM (Stylized Letters)	2,175,615

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01-28-03 10:53am From-SKADDEN ARPS

TRADEMARK

RECORDED: 01/28/2003

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