

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** 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): **Trailmaster Products, Inc.**
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Smittybilt Automotive Group, Inc.**
Internal
Address:
Street Address: **395 Smitty Way**
City: **Corona** State: **CA** Zip: **92879**
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State of California
 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: **September 12, 2002**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
TRAIL MASTER 1,660,726 10/15/91
Additional number(s) attached Yes No

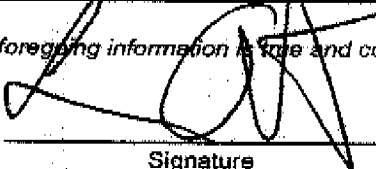
6. Total number of applications and registrations involved: **6**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Lewis Anten, Esq.**
Internal Address: **16830 Ventura Boulevard**
Suite 411
Street Address:
City: **Encino** State: **CA** Zip: **91601**

7. Total fee (37 CFR 3.41).....\$ **165.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
01-2138
(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.
Lewis Anten  **January 29, 2003**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

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

**ATTACHMENT TO RECORDATION FORM COVER SHEET
ADDITIONAL TRADEMAKRS ONLY**

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SSV SPEED SMART VALVING	2,351,698	05/23/00
STREETMASTER	2,405,442	11/21/00
4-WAY	1,441,144	06/02/87
INVADER	1,564,337	11/07/89
INVADER SK	1,711,541	09/01/92

ASSIGNMENT OF TRADEMARKS

WHEREAS, Trailmaster Products, Inc., a Delaware corporation formerly known as Trailmaster Acquisition, Inc. ("Assignor") has adopted, used, is using, and is the sole and exclusive owner of certain trademarks (the "Trademarks") that are registered in the United States Patent and Trademark Office (the "PTO"); and

WHEREAS, pursuant to that certain Asset Purchase Agreement (the "Agreement") dated as of September 6, 2002, by and between Assignor and Smittybilt Automotive Group, Inc., a California corporation ("Assignee"), among others, Assignor has agreed to sell, and Assignee has agreed to purchase certain assets of Assignor, including the Trademarks and the registrations thereof, together with the goodwill associated therewith; and

WHEREAS, Assignee desires separate evidence and confirmation of the transfer of the Trademarks from Assignor, in a form suitable for recordation with the PTO.

NOW, THEREFORE, in consideration of the parties' mutual covenants and agreements set forth in the Agreement and the consideration provided for therein, Assignor hereby transfers and assigns to Assignee all of Assignor's world wide right, title, and interest in and to the Trademarks, together with all of the goodwill associated therewith, and the registrations thereof, including all existing causes of action against third parties, if any, for past infringements of the Trademarks, for unfair competition with respect to the Trademarks and for any other cause or claim that might arise due to Assignor's or Assignee's rights in and to the Trademarks. The Trademarks that are hereby and herewith transferred and assigned by Assignor consist of the following:

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TRAIL MASTER	1,660,726	10/15/91
SSV SPEED SMART VALVING	2,351,698	5/23/00
STREETMASTER	2,405,442	11/21/00
4-WAY	1,441,144	6/02/87
INVADER	1,564,337	11/07/89
INVADER SK	1,711,541	9/01/92

IN WITNESS WHEREOF, the undersigned has caused this Assignment of Trademarks to be executed as of the 12th day of September, 2002.

TRAILMASTER PRODUCTS, INC., a Delaware corporation, formerly known as Trailmaster Acquisition, Inc.

By:


Dennis Kellmerhausen Chief Executive Officer

STATE OF GEORGIA)
)ss.
COUNTY OF GWINNETT)

On Sept 12, 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ~~Denis Volkmann~~ personally known to me, or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Nicole L. Brown
Notary Public

NICOLE L. BROWN
Notary Public, Barrow County, Georgia
My Commission Expires May 22, 2004

