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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):

Main Tape Company, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other New Jersey

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

3. Nature of conveyance:

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

Execution Date: December 6, 2002

2. Name and address of receiving party(ies)

Name: Main Tape Acquisition Company, Inc.

Internal

Address:

Street Address: 1 Capital Drive, Ste 101, Bld 1

City: Cranbury State: NJ Zip: 08512

- 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)

B. Trademark Registration No.(s) 1675078; 1128283; 1121008

Additional number(s) attached Yes No

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

Name: Matthew A. Schwartz, Esq.

Internal Address:

12/16/2002 6TON11 00000037 1675078

01 FC:0521 40.00 OP 02 FC:0522 50.00 OP

Street Address: Bingham McCutchen LLP

399 Park Avenue

City: New York State: NY Zip: 10022-4689

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

John C. Sorensen

Name of Person Signing

Signature

December 6, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

SENT VIA U.S. POST OFFICE EXPRESS MAIL ON DECEMBER 10, 2002, RECEIPT NUMBER EV 191134373 US

TRADEMARK REEL: 2633 FRAME: 0723

John C. Sorensen
Direct Dial: 212-705-7886
E-Mail: john.sorensen@bingham.com

December 10, 2002

VIA USPS - Express Mail (Receipt #: EV 191134373 US)

Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

Re: **Recordation of Security Interest - Trademark**

Dear Sir or Madam:

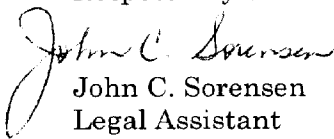
Enclosed for immediate recording is an Assignment of Trademarks, dated as of December 6, 2002, evidencing a sale, assignment, transfer and delivery of all right, title and interest in and to the trademarks of Main Tape Company, Inc., a New Jersey corporation, to Main Tape Acquisition Company, Inc., a Delaware corporation.

Enclosed are:

1. Recordation Cover Sheet - Trademark
2. Assignment of Trademarks, dated as of 12/06/2002
3. Our Firm's check (#60009649) in the amount of \$90.00
4. Post card (SASE) for date stamp and return to our office.

Please stamp, as a receipt, the enclosed post card and return it by U.S. Postal Service. If you have any questions or need further information, please contact me by the numbers given above, or Matthew A. Schwartz (Recordation Cover Sheet Correspondent) at (212) 705-7000.

Respectfully submitted,


John C. Sorensen
Legal Assistant

Enclosure

cc: Matthew A. Schwartz, Esq.

ingham McCutchen LLP
399 Park Avenue
New York, NY
10022-4689

212.705.7000
212.752.5378 fax

ingham.com

Boston
Hartford
London
Los Angeles
New York
San Francisco
Silicon Valley
Singapore
Walnut Creek
Washington

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS is made as of the 6th day of December, 2002, by and between Main Tape Company, Inc., a corporation organized and existing under the laws of the State of New Jersey having a place of business at 2 Hance Avenue, Tinton Falls, NJ 07724 ("Main Tape"), and Main Tape Acquisition Company, Inc., a corporation organized and existing under the laws of the State of Delaware having a place of business at 1 Capital Drive, Suite 101, Building 1, Cranbury, NJ 08512 (the "Company").

RECITAL

WHEREAS, Main Tape, the Company and certain other parties have entered into an Asset Purchase Agreement of even date herewith (the "Purchase Agreement"), pursuant to which Main Tape shall sell, assign, transfer and deliver to the Company, and the Company shall purchase, acquire and take assignment and delivery of, all of the Company Assets (as defined in the Purchase Agreement), including, without limitation, all of Main Tape's right, title and interest in and to the trademarks identified on Exhibit A hereto (the "Trademarks");

WHEREAS, Main Tape is the owner of the Trademarks;

WHEREAS, Main Tape desires to assign, sell and transfer unto the Company all of Main Tape's right, title and interest in and to the Trademarks, together with the right to sue and recover for, and the right to profits or damages due or accrued, arising out of or in connection with, any and all past, present or future infringements of the Trademarks; and

WHEREAS, the Company desires to accept such assignment, sale and transfer;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Main Tape does hereby assign, sell and transfer unto the Company all right, title and interest in and to the Trademarks, together with the right to sue and recover for, and the right to profits or damages due or accrued, arising out of or in connection with, any and all past, present or future infringements of the Trademarks.

IN WITNESS WHEREOF, Main Tape Company, Inc., by its duly authorized officer, has executed this assignment, as an instrument under seal as of this 6th day of December, 2002.

MAIN TAPE COMPANY, INC.

By: Daniel L. Pomerleau
Name: Daniel L. Pomerleau
Title: Chief Executive Officer/
President

The foregoing Assignment of the Trademarks by Main Tape Company, Inc., is hereby accepted as of this 6th day of December, 2002.

Main Tape Acquisition Company, Inc.

By: Brian T. Mahoney
Name: Brian T. Mahoney
Title: President

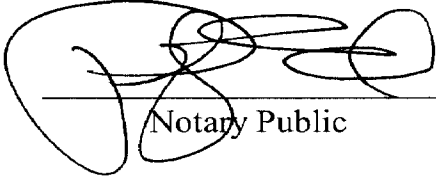
[Assignment of Trademarks]

STATE OF NEW YORK)

) ss.

COUNTY OF NEW YORK)

On this 6th day of December ^{PHC 12/6/02} ~~November~~, 2002, before me appeared Daniel L. Pomales
 the person who signed this instrument, who acknowledged that he is the President
 of Main Tape Company, Inc. and that he signed such instrument as a free act on behalf of Main
 Tape Company, Inc.



Notary Public

PHILIP H. EHRLICH
 My ~~Notary Public, State of~~ **Notary Public, State of New York**
 No. 02EH5055372
 Qualified In New York County
 Commission Expires February 5, 2006

[Assignment of Trademarks]

Exhibit A

Registrations – United States Patent and Trademark Office

<u>Name</u>	<u>Registration Number</u>	<u>Recording Date</u>
GRAPHIX	1675078	February 11, 1992
IMPACT TAPE	1128283	December 25, 1979
TUF-TOP	1121008	June 26, 1979