

12-19-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies):

LaSalle Bank National Association, as Agent

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other National Association

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: 12/12/02

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal

Address:

Street Address: 225 Madison Ave., 12th Floor

City: New York State: NY Zip: 06927

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State DE
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) 2,303,415

Additional number(s) attached Yes No

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

Name: Kristin Brozovic

Internal Address:

Street Address: Latham & Watkins
233 S. Wacker Dr., Suite 5800

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kristin Brozovic

Name of Person Signing

Signature

12/18/02

Date

6

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

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

12/20/2002 TDIAZI 00000051 2303415

01 FC:8521

40.00 DP

TRADEMARK REEL: 002636 FRAME: 0165

TRADEMARK ASSIGNMENT

Dated: December 12 2002

WHEREAS, JNL Trading Company, L.P. ("Grantor") owns all rights, title and interest to the trademarks listed on Schedule A ("Trademarks"), and licenses listed on Schedule B ("Licenses") both attached hereto;

WHEREAS, pursuant to that Trademark Security Agreement dated as of May 14, 2001 ("Trademark Security Agreement"), between Grantor and LaSalle Bank National Association, as Agent for the financial institutions party to that certain Credit Agreement dated as of May 14, 2001, among Grantor, First Texas Products, L.P., such financial institutions and LaSalle Bank National Association ("Assignor"), Grantor has granted Assignor a security interest, with power of sale to the extent permitted by applicable law, in the Trademarks and Licenses; and


WHEREAS, pursuant to that certain Omnibus Amendment Agreement dated as of December __, 2002, by and between Grantor, First Texas Products, L.P., Assignor, and General Electric Capital Corporation ("Assignee"), the Assignor has agreed to assign and transfer to Assignee all rights, interest and privileges to the Trademarks and Licenses.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks and Licenses, together with the goodwill associated therewith, including, without limitation, all rights to sue at law or in equity for any past, present or future infringement thereof, and to receive all proceeds and damages therefrom, to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

[Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be executed and delivered as of the date first above written.

LASALLE BANK NATIONAL ASSOCIATION, as Agent

By: 
Name: Kent Hammerstrom
Title: Group Senior Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: _____
Name: _____
Title: _____

Schedule A

TRADEMARKS IN THE NAME OF <u>JNL TRADING COMPANY, L.P.</u>			
<u>MARK</u>	<u>SERIAL NO./ FILING DATE</u>	<u>REGISTRATION NO./ REG. DATE</u>	<u>STATUS</u>
Night Owl Cyclops Compact	Common Law		
Night Owl Cyclops Pro	Common Law		
Night Owl Light	Common Law		
Night Owl Discovery	Common Law		
Night Owl Explorer Ultra	Common Law		
Night Owl Explorer	Common Law		
Night Owl Explorer Pro	Common Law		
Night Owl Brite Night	Common Law		
Night Owl Explorer Marine	Common Law		
Night Owl Explorer Marine Pro	Common Law		
Night Owl Night Odyssey	Common Law		
Night Owl Night Odyssey	Common Law		
Night Owl Fieldview Binocular	Common Law		
Night Owl Compact	Common Law		

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be executed and delivered as of the date first above written.

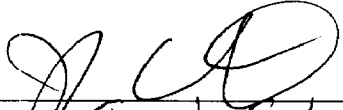
LASALLE BANK NATIONAL ASSOCIATION, as Agent

By: _____

Name: _____

Title: _____

GENERAL ELECTRIC CAPITAL CORPORATION

By:  _____

Name: Joseph Castaldo

Title: Senior Vice President

Schedule A

TRADEMARKS IN THE NAME OF <u>JNL TRADING COMPANY, L.P.</u>			
<u>MARK</u>	<u>SERIAL NO./ FILING DATE</u>	<u>REGISTRATION NO./ REG. DATE</u>	<u>STATUS</u>
Night Owl Cyclops Compact	Common Law		
Night Owl Cyclops Pro	Common Law		
Night Owl Light	Common Law		
Night Owl Discovery	Common Law		
Night Owl Explorer Ultra	Common Law		
Night Owl Explorer	Common Law		
Night Owl Explorer Pro	Common Law		
Night Owl Brite Night	Common Law		
Night Owl Explorer Marine	Common Law		
Night Owl Explorer Marine Pro	Common Law		
Night Owl Night Odyssey	Common Law		
Night Owl Night Odyssey	Common Law		
Night Owl Fieldview Binocular	Common Law		
Night Owl Compact Binocular	Common Law		

Night Owl Night Hawk	Common Law		
Night Owl Goggles	Common Law		
Night Owl Explorer G2	Common Law		
Night Owl All-View Binocular	Common Law		
Night Owl Lens Doubler	Common Law		
Night Owl Camera Adapter	Common Law		
Night Owl Optics Night Vision **	75/411244 12/29/97	2,303,415 12/28/99	Registered

**This mark and registration is the subject of the Meyers Settlement Agreement. This mark and registration have been assigned to B.E. Meyer and JNL Trading Company, Inc. has received a perpetual license to use this mark.

Applications: None.

Schedule B

Licenses Agreements:

Pursuant to the Meyers Settlement Agreement JNL Trading Company, Inc. was granted a perpetual license in the four marks described as: (1) Night Owl Optics; (2) Night Owl Optics Night Vision & Design; (3) U.S. application filed for Night Owl Optics Night Vision & Design; and (4) Owl logo. JNL Trading Company, Inc. has a valid interest in the four marks described in the agreement, however only the third one (listed above) is a registered mark. The other three marks are common law trademarks that are used in conjunction with the registered trademark by JNL Trading Company, Inc.