

04-28-2003

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

102432915

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

1. Name of conveying party(ies): Timex Corporation 4-2403
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Ameritime Corporation
Internal Address: Legal Department
Street Address: 555 Christian Road
City: Middlebury State: CT Zip: 06762
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
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other
Execution Date: 4/17/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,086,347; 1,936,056; 1,250,283; 2,093,666; 1,540,414; 1,496,707
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: David Payne
Internal Address: Legal Department
Street Address: 555 Christian Road
City: Middlebury State: CT Zip: 06762

7. Total fee (37 CFR 3.41): \$ 165.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number: 50-2614
(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.
David Payne April 17, 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 3

04/25/2003 LINDSEY 00000195 502614 2006347
01 FC:8521 40.00 CH
02 FC:8522 125.00 CH

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

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2003 APR 24 AM 7:58
FINANCE SECTION

TRADEMARK REEL: 002718 FRAME: 0882

ASSIGNMENT

WHEREAS, Timex Corporation, a corporation organized and existing under the laws of Delaware located at 555 Christian Road, Middlebury, Connecticut 06762 ("**Assignor**"), is the owner of the listed in the attached Schedule A (hereinafter, the "**Trademarks**");

and WHEREAS, Ameritime Corporation, a corporation organized and existing under the laws of Delaware located at 555 Christian Road, Middlebury, Connecticut 06762 ("**Assignee**"), is desirous of acquiring the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

TIMEX CORPORATION

By:  _____

Name: David Payne

Title: Assistant Secretary

Date of Signature: April , 2003

SCHEDULE A

TRADEMARKS	SERIAL NO. / REGISTRATION NO.
CHARIOT	2,086,347
DIGITAL NOISE	1,936,056
FUN TIMERS	1,250,283
JAVELIN	2,093,666
QUANTUM	1,540,414
VICTORY	1,496,707