

06-26-2003



6-6-03

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

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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.

| | | | | | |
|---|--|---|--|---|--|
| <p>1. Name of conveying party(ies): NationsBank N.A.</p> <p> <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other: </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies): Name: <u>MW Manufacturers, Inc.</u></p> <p>Internal Address: Street Address: <u>433 North Main Street</u></p> <p>City: <u>Rocky Mount</u> State: <u>VA</u> Zip: <u>24151</u></p> <p> <input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | | |
| <p>3. Nature of Conveyance:</p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: <u>Transfer of Security Interest</u> </p> <p>Execution Date: <u>9/15/95</u></p> | | | | | |
| <p>4. Application Number(s) or Registration Number(s):</p> <table style="width:100%;"> <tr> <td style="width:50%;"> <p>A. Trademark Application No.(s): <u>1974326</u></p> </td> <td style="width:50%;"> <p>B. Trademark Registration No.(s):</p> </td> </tr> <tr> <td colspan="2"> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> </td> </tr> </table> | | <p>A. Trademark Application No.(s): <u>1974326</u></p> | <p>B. Trademark Registration No.(s):</p> | <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> | |
| <p>A. Trademark Application No.(s): <u>1974326</u></p> | <p>B. Trademark Registration No.(s):</p> | | | | |
| <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> | | | | | |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mara Krongard, Esq.</u> <u>Ropes & Gray</u></p> <p>Internal Address: <u>Atty. Dkt.: FPIB 062 011</u></p> <p>Street Address: <u>1 International Place</u></p> <p>City: <u>Boston</u> State: <u>MA</u> Zip: <u>02110</u></p> | <p>6. Total Number of applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>215.00</u></p> <p> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed) </p> <p>8. Deposit account number: <u>18-1945</u> (Attach duplicate copy of this page if paying by deposit account)</p> | | | | |
| <p>DO NOT USE THIS SPACE</p> | | | | | |
| <p>9. Statement and signature: <i>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.</i></p> <p style="text-align: center;"> </p> <table style="width:100%;"> <tr> <td style="width:40%;"> <p><u>Paul J. LePore</u> Name of Person Signing</p> </td> <td style="width:30%;"> <p><u>6/3/03</u> Date</p> </td> <td style="width:30%; text-align: center;"> <p>Total number of pages including cover sheet, attachments, and document: </p> </td> </tr> </table> | | <p><u>Paul J. LePore</u> Name of Person Signing</p> | <p><u>6/3/03</u> Date</p> | <p>Total number of pages including cover sheet, attachments, and document: </p> | |
| <p><u>Paul J. LePore</u> Name of Person Signing</p> | <p><u>6/3/03</u> Date</p> | <p>Total number of pages including cover sheet, attachments, and document: </p> | | | |

06/25/2003 LMUELLER 00000143 181945 1974326

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02 FC:8522 175.00 DA

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ASSIGNMENT
OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Effective September 15, 1995, Valley Recreation Products, Inc., as a Credit Party, entered into that certain Security Agreement (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders") and granted a continuing security interest in and continuing lien upon, (i) the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Schedule A attached hereto and incorporated herein, to the Agent for the ratable benefit of the Lenders, together with (ii) the goodwill and assets of the business symbolized by such Trademarks and (iii) all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringement.

The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office September 25, 1995 at Reel 1403, Frame 972.

NationsBank, N.A., as Agent, hereby transfers and assigns its interest in and to said Security Agreement and security interest in and continuing lien upon the Trademarks to MW Manufacturers, Inc., as Agent, with the right to exercise all powers set forth therein as Agent thereunder.

Very truly yours,

NATIONSBANK, N.A., as Agent and Assignor

By: [Signature]
Name: JAMES J. O'NEILL
Title: SVP

Acknowledged and Accepted:

MW MANUFACTURERS, INC., as Agent and Assignee

By: [Signature]
Name: Oliver Goldstein
Title: Assistant Secretary

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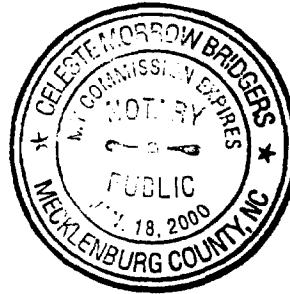
As to NationsBank, N.A., as Agent and Assignor:

Sworn to and subscribed before me
this 10th day of March, 1999.

Celeste Morrow Bridges
Notary Public

My Commission Expires:

Jan. 18, 2000



Schedule A

U.S. Trademarks of Valley Recreation Products, Inc.

Subject to Security Interest of

NationsBank, N.A.

Recorded at Reel 1403, Frame 0972 on September 25, 1995

| Mark | Registration No. | Registration Date |
|-------------------|-------------------------|--------------------------|
| COUGAR IQ | 1,974,326 | 5/14/96 |
| LEAGUE MACHINE | 1,873,165 | 1/10/95 |
| MARK 21 | 1,834,771 | 5/3/94 |
| VALLEY and Design | 1,599,692 | 6/5/90 |
| VALLEY and Design | 1,420,261 | 12/9/86 |
| TRU-SCORE | 1,341,056 | 6/11/85 |
| ROYAL DARTES | 1,309,189 | 12/11/84 |
| VALLEY | 655,767 | 12/17/57 |

ROPE
& GRAY

ROPE & GRAY LLP

ONE INTERNATIONAL PLACE BOSTON, MA 021 0-2624 617 951-7000 F 617-951-7050

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PLEPORE@ROPEGRAY.COM



June 5, 2003

Via Express Mail No. EV 182597421 US

Box Assignment

United States Patent and Trademark Office

Washington, D.C. 20231

Re: Recordation Form

Recordation of Security Agreement of Trademark and Trademark Applications between NationsBank N.A. and MW Manufacturers, Inc.

Dear Sir or Madam:

Enclosed please find a Recordation Form Cover Sheet for the trademark and trademark applications between NationsBank N.A. and MW Manufacturers, Inc. with Schedule A, Certificate of Mailing, transmittal letter and authorization to charge the appropriate filing fees for the above-referenced recordation. Any additional fees may be deducted from our Deposit Account No.18-1945.

Please acknowledge receipt of these documents by date-stamping and returning the enclosed postcard.

Sincerely,

Paul J. LePore

Senior Trademark Paralegal

PWL:pak

Enclosure(s)

cc: Mara Krongard, Esq.

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.10

I hereby certify that this paper is being deposited with the United States Postal Service Express Mail under 37 C.F.R. §1.10 on the date indicated above and is addressed to Box Assignment, United States Patent and Trademark Office, Washington, D.C. 20231

6/5/03
Date of Deposit

Patricia A. Kenyon

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RECORDED: 06/06/2003

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