

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings $\Rightarrow \Rightarrow \Rightarrow$

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

1. Name of conveying party(ies):

Moon Products, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 11/17/2003

2. Name and address of receiving party(ies)

Name: Rose Moon, Inc.

Internal

Address:

Street Address: 1150 Fifth Avenue North

City: Lewisburg State: TN Zip: 37091

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Tennessee
- 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) 1,408,470;

1,911,393; 659,361; 2,080,592

Additional number(s) attached Yes No

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

Name: Robert W. Smith, Esq.

Internal Address: McCarter & English, LLP

Four Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: NJ Zip: 07102-4056

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502639

9. Signature.

DO NOT USE THIS SPACE

Robert W. Smith
Name of Person Signing


Signature

February 9, 2003

Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$190.00 502639 1408470

Registration Numbers

2,782,849

2,621,450

2,165,665

TRADEMARK ASSIGNMENT

This Assignment is made effective as of the 17th day of November, 2003, from Moon Products, Inc., a Tennessee corporation ("Assignor"), to Rose Moon, Inc. a Tennessee corporation ("Assignee").

WHEREAS, Assignor has adopted and used and is the sole and exclusive owner of all right, title and interest in and to the trademarks and the registrations and applications therefore listed and/or described on Appendix A hereto, which registrations are in full force and effect, and all of the goodwill associated therewith, and Assignor has adopted and used in United States commerce in connection with goods and/or services, and is the sole and exclusive owner of all right, title and interest in and to, other trademarks used at common law, including but not limited to the trademarks listed and/or described on Appendix B hereto, and all of the goodwill associated therewith (such trademarks and trademark registrations and application listed and/or described on Appendix A and Appendix B hereto, collectively, the "Marks");

WHEREAS, pursuant to that certain Security Agreement and Trademark Mortgage, each made as of May 1, 1998 by and between Assignor and Heller Financial, Inc, a Delaware Corporation, as agent for the benefit of itself and certain other lenders (as agent and as lender, "Heller"), Assignor granted Heller a continuing security interest in certain of Assignor's assets, including the Marks;

WHEREAS, Assignee is acquiring all of Assignor's right, title and interest in and to the Marks from Assignor pursuant to that certain Purchase Agreement dated as of November 14, 2003 (the "Purchase Agreement"), to the extent all of Assignor's right, title and interest in and to the same is not being conveyed to Assignee pursuant to that certain Foreclosure Agreement dated as of November 14, 2003 (the "Foreclosure Agreement"); and

WHEREAS, Assignor wishes to memorialize and further effectuate the assignment, transfer and sale of the Marks by Heller to Assignee pursuant to the Purchase Agreement and/or Foreclosure Agreement;

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all of its right, title and interest in the Marks, as well as the goodwill related to the Marks and the right to sue and to recover damages or other appropriate relief for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment effective on the day and year first above written.

MOON PRODUCTS, INC.

By: *R Neitz*

Name: RICHARD R. NEITZ

Title: President & CEO

Date: NOV 17, 03

APPENDIX A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CRAYZONS	2,621,450	September 17, 2002
MOONBEAMS	1,911,393	August 15, 1995
TRY-REX	2,165,665	June 16, 1998
SWIRL (Stylized)	659,361	March 11, 1958
STETRO	1,408,470	September 9, 1986
MOOD PENZ	2,080,592	July 22, 1997
COSMIC CRYSTALS	2,041,345	February 25, 1997

Pending:

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
CROWN CEDAR	76/384,230	March 19, 2002
WIZARDZ & RINGS	76/364,471	January 28, 2002

APPENDIX B

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION/FILING DATE</u>	<u>STATUS</u>
FIREBURSTZ (& design)	78/074,628	July 18, 2001	Abandoned
FIREBURST	78/074,622	July 18, 2001	Abandoned
CRAYZONS & Design	78/065,041	May 22, 2001	Abandoned
INTERACTIVE	1,970,037	April 23, 1996	Cancelled
KOOL KLIX	78/074,625	July 18, 2001	Abandoned
REPTILE RITERS	2,015,006	November 12, 1996	Cancelled
S STYLUS & Design	1,736,481	December 1, 1992	Cancelled
SWIRL	1,106,088	November 14, 1978	Expired
COUNT-AWAY	1,673,550	January 28, 1992	Cancelled
KNOB NOTES (stylized)	73/777,686	January 30, 1989	Abandoned