

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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): Hilco Capital, LP

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 2/5/04

2. Name and address of receiving party(ies)

Name: Celestron Acquisition, LLC

Internal Address:

Street Address: 2835 Columbia Street

City: Torrance State: CA Zip: 90503

- 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)

Additional number(s) attached Yes No

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

Name: Christopher E. Kondracki

Internal Address:

Street Address: 2001 Jefferson Davis, Hwy.

Suite 505

City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41): \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-3545

DO NOT USE THIS SPACE

9. Signature.

Christopher E. Kondracki Name of Person Signing

Signature

2/19/04 Date

Total number of pages including cover sheet, attachments, and document: 7

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

CH \$290.00 193645 1418234

**Trademark Registrations
Continuation of Item 4B**

Mark	Registrations
Celestron	1,139,857
Starbright	1,418,234
Ultima	1,547,189
Astro Master	1,557,787
Nexstar & Design	2,423,081
Nexstar (word)	2,408,412
Fastar	2,189,295
Enduro	2,013,624
Regal	2,025,422
Star Hopper	2,023,710
Celestron	1,139,857

SECURITY INTEREST TERMINATION

WHEREAS, CELESTRON ACQUISITION, LLC (the "Debtor"), granted a security interest to HILCO CAPITAL, LP (the "Secured Party") in Debtor's patents (the "Patents") pursuant to a certain Intellectual Property Security Agreement dated July 31, 2002 (the "Agreement"), which was filed at the United States Patent and Trademark Office on August 29, 2002 and recorded on Reel 013036 and beginning on Page 0259;

WHEREAS, the Debtor granted a security interest to the Secured Party in Debtor's trademarks (the "Trademarks") pursuant to the Agreement which was filed at the United States Patent and Trademark Office on August 29, 2002 and recorded on Reel 2536 and beginning on Page 0823; and

WHEREAS, the security interests of the Debtor to Secured Party under the foregoing Agreement have been terminated.

NOW, THEREFORE, Secured Party releases its security interest in, and reassigns to the Debtor, any and all interest in the Patents and Trademarks, including, but not limited to, those listed on Schedule A attached hereto. Secured Party agrees that, upon the request of the Debtor or any successor in interest or assignee thereof, and at the expense of the Debtor, Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the Debtor, or any successor in interest or assignee thereof, to effectuate the release of interests contemplated herein.

IN WITNESS WHEREOF, Secured Party, by the signature below of its duly authorized representative, agrees to be bound by the provisions of this Security Interest Termination as of this 2nd day of February, 2004.

HILCO CAPITAL, LP

By: Tanya L Blumerich
Name: Tanya L Blumerich
Title: A.V.P.

COUNTY OF Lake, SS

Then personally appeared before me the above-named Tanya Blumerich of Hilco Capital and acknowledged the foregoing to be his free act and deed this 5th day of February, 2004

Notary Public: Peggy Larson
My commission expires: 9-14-06

814195.1



Schedule A

PATENTS

<u>Patent</u>	<u>Jurisdiction</u>	<u>App/Reg.#</u>	<u>Dates</u>
Telescope	U.S.	D438,221	Issued: 02/27/2001
Single Fork Arm Telescope Mount	U.S.	D454,899	Issued: 03/26/2002
Auto-Alignment Tracking Telescope Mount	U.S.	6,369,942	Issued: 04/09/2002
Tripod Structure For Telescopes	U.S.	Patent Pending	Being Reviewed

TRADEMARKS

<u>Service/mark or Trademark</u>	<u>Jurisdiction</u>	<u>App. Rec. #</u>	<u>Dates</u>
Celestron International	Australia	A277736	Expires: 04/22/2009
Nexstar	Australia	837,681	Expires: 06/02/2010
Celestron	Canada	TMA273,873	Expires: 11/19/2012
Celestron (Products)	Chile	574,556	Expires: 01/09/2011
Celestron (Services)	Chile	594,557	Expires: 01/19/2011
Celestron	China	1011852	Expires: 05/21/2007
Nexstar	Columbia	255,890	Expires: 05/02/2011
Celestron	Denmark	VR 01.941 1982	Expires: 05/28/2002
Celestron	Finland	R-3028/93	Expires: 05/21/2004
Celestron	European Community	314,716	Expires: 07/25/2006
Celestron	Hong Kong	325 of 1983	Expires: 06/04/2002
Celestron	Japan	1,611,340	Expires: 08/30/2003
Nexstar	Japan	4,475,350	Expires: 05/18/2011
Celestron	Mexico	513281	Expires: 11/17/2005
Celestron	New Zealand	139210	Expires: 10/06/2002
Celestron	Norway	117,154	Expires: 06/07/2004
Nexstar	Norway	205,883	Expires: 11/30/2010
Celestron	Singapore	2625/81	Expires: 06/16/2002
Celestron	Sweden	183 906	Expires: 11/12/2002
Celestron	Switzerland	P-307149	Expires: 11/06/2009
Nexstar	Switzerland	479,137	Expires: 05/31/2010
Celestron (lenses, Photographic equipment)	Taiwan	NO. 184,431	Expires: 07/15/2002
Celestron (telescopes Binoculars, telephoto lenses)	Taiwan	NO. 190,225	Expires: 09/15/2002
Celestron	South Africa	82/5499	Expires: 07/22/2012
Celestron	Venezuela	113,091-F	Expires: 08/19/2010
Celestron	U.S.	1,139,857	Expires: 09/23/2010
Starbright	U.S.	1,418,234	Expires: 11/25/2006
Ultima	U.S.	1,547,189	Expires: 07/11/2009
Astro Master	U.S.	1,557,787	Expires: 11/26/2009
Nexstar & Design	U.S.	2,423,081	Expires: 01/23/2011
Nexstar (word)	U.S.	2,408,412	Expires: 11/29/2010
Fastar	U.S.	2,189,295	Expires: 09/15/2008
Enduro	U.S.	2,013,624	Expires: 11/05/2006
Regal	U.S.	2,025,422	Expires: 12/24/2006
Star Hopper	U.S.	2,023,710	Expires: 12/17/2006
Nexstar	Panama	109,537	Expires: 08/22/2010
Nexstar	Argentina	Application Pending	N/A
Nexstar	Venezuela	Application Pending	N/A
Nexstar	Canada	Application Pending	N/A
Nexstar	European Community	Application Pending	N/A
Nexstar	Brazil	Application Pending	N/A
Celestron	Columbia	Application Pending	N/A
Celestron	Paraguay	Application Pending	N/A
Celestron	Panama	Application Pending	N/A
Celestron	Argentina	Application Pending	N/A
Celestron	Brazil	Application Pending	N/A
Celestron USA	U.S.	1,139,857	Renewed in 2000
CELESTRON.COM	Internet	Registered with VeriSign	Expires: 10/01/2003

TELETRONKIDS.COM Internet

Registered with
VeriSign

Expires: 01/30/2003

TELESTRONSPORTS.COM Internet

Registered with
VeriSign

Expires: 01/30/2003