

Form PTO-1594 (Rev. 06/04)
 OMB Collection 0651-0027 (exp. 6/30/2005)

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

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

M. Nathan, Inc.

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

Citizenship (see guidelines) New York

Execution Date(s) May 17, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Penguin Brands, Inc.

Internal

Address: _____

Street Address: 2009 Elmwood Avenue

City: Sharon Hill

State: Pennsylvania

Country: United States Zip: 19079

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Pennsylvania
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,129,566

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Tristram R. Fall

Internal Address: 10th Floor

Street Address: 2000 Market Street

City: Philadelphia

State: Pennsylvania Zip: 19103

Phone Number: 215-299-2016

Fax Number: 215-299-2150

Email Address: tfall@foxrothschild.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number 50-1943

Authorized User Name Tristram R. Fall

9. Signature:



Signature

July 8, 2004

Date

Tristram R. Fall

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 002888 FRAME: 0820

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CH \$190.00 501943 76486547

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
ADDITIONAL SHEET ATTACHMENT

**Form PTO-1594 Attachment to Item 4(A) U.S. Trademark Application Nos.
Conveyed by M. Nathan, Inc. to Penguin Brands, Inc.**

76/483,547

78/249,564

78/333,002

78/333,059

78/340,653

78/355,222

ASSIGNMENT OF TRADEMARKS AND TRADE NAMES

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **M. NATHAN, INC.** d/b/a Nathan Performance Gear, a New York corporation with an address of 315 Main Street, P.O. Box 510, Great Barrington, Massachusetts 02130 ("Assignor"), for itself and its successors and assigns, hereby assigns unto **PENGUIN BRANDS, INC.**, a Pennsylvania corporation an address of 2009 Elmwood Avenue, Sharon Hill, Pennsylvania 19079 ("Assignee"), and its successors and assigns, all the Assignor's right, title and interest in and to the following trademarks, service marks and trade names, including but not limited to the trademark applications and registrations therefor, together with the goodwill of the business associated therewith:

U.S. Trademark Registration:

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Class</u>
"WRIST RUNNER"	1,129,566	01/23/1989	018

U.S. Trademark Applications:

<u>Trademark</u>	<u>Applic. No.</u>	<u>Filing Date</u>	<u>Class</u>
"ADD+ON"	76/483,547	01/16/2003	028
"SPACERS" [and Design]	78/249,564	05/14/2003	028
"IBAND" [Stylized]	78/333,002	11/25/2003	028
"90° TURN"	78/333,059	11/25/2003	028
"90° TURN"	78/340,653	12/15/2003	028
"90° G-TURN"	78/355,222	01/21/2004	028

Unregistered Marks/Names:

- "GEL WEL"
- "NATHAN"
- "NATHAN PERFORMANCE GEAR"
- "NATHAN PERFORMANCE GEAR" [and Oval Design]
- "NATHAN RUNNING GEAR"

Also transferred to the Assignee are:

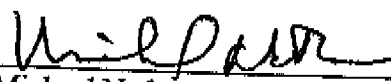
- Variations of any of the registered or unregistered trademarks and/or trade names listed hereinabove.
- All other registered and unregistered trademarks, service marks and trade names used and owned by Assignor in connection with its products as of the date of this Assignment, together with the goodwill associated therewith.

This Assignment of Trademarks and Trade Names includes the right to apply for registration of any and all of such trademarks, service marks and trade names in any and all jurisdictions where such registration is desired by Assignee, the right to renew any existing registrations, and the right to claim for any and all damages by reason of past infringement of any of such trademarks or trade names, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors and assigns.

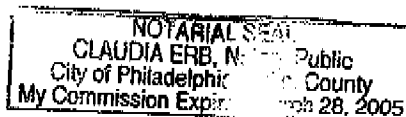
The Commissioner of Patents and Trademarks is requested to issue any and all certificates of registration with respect thereto to such Assignee.

Executed this 17 day of May, 2004 at Philadelphia, Pennsylvania.

M. NATHAN, INC.,
d/b/a Nathan Performance Gear,



Michael Nathan, President
Duly Authorized



COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

Before me, a notary public, in and for the Commonwealth and County aforesaid, on this 17 day of May, 2004, personally appeared MICHAEL NATHAN, who, having been by me duly sworn and having executed the foregoing instrument in my presence, did depose and say that he is the President of M. NATHAN, INC., d/b/a Nathan Performance Gear, the corporation that executed the foregoing instrument; that the seal of such Corporation was affixed to such instrument by order of the Board of Directors of such Corporation; that he executed such instrument on behalf of such Corporation; and that he was duly authorized to do so, M. NATHAN, INC., d/b/a Nathan Performance Gear, intending to be legally bound thereby and intending that such instrument be properly recorded.

Claudia E. H.
NOTARY PUBLIC

My Commission Expires:

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
ADDITIONAL SHEET ATTACHMENT

Form PTO-1594 Attachment to Item 4(C)
Identification of U.S. Trademark Applications
Conveyed by M. Nathan, Inc. to Penguin Brands, Inc.

<u>Applic. No.</u>	<u>Trademark Description</u>
76/483,547	"ADD+ON"
78/249,564	"SPACERS" [and Design]
78/333,002	"IBAND" [Stylized]
78/333,059	"90° TURN"
78/340,653	"90° TURN"
78/355,222	"90° G-TURN"