

3/17/04

RE
TI

03-19-2004



Docket No.:
984.0000

Tab settings

To the Director of the United States Patent and Ti

102699222

original documents or copy thereof.

1. Name of conveying party(ies):
Budge Industries Inc.
1240 South Broad Street
Lansdale, PA 19446

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Fleet Capital Corporation**

Internal Address: _____

Street Address: **One Federal Street**

City: **Boston** State: **MA** ZIP: **02110**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Rhode Island**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **03/12/2004**

4. Application number(s) or registration numbers(s):

| A. Trademark Application No.(s) | B. Trademark Registration No.(s) | | |
|---------------------------------|----------------------------------|---------|---------|
| | 1254485 | 1792452 | 2027260 |
| | 1382212 | 1818884 | 2069925 |
| | 1630671 | 1822609 | 2224780 |

Additional numbers Yes No

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

Name: **Steve Mendelsohn**

Internal Address: **Mendelsohn & Associates, P.C.**

03/18/2004 LMUELLER 00000042 1254485

01 FC:8521 40.00 OP
02 FC:8522 325.00 OP

Street Address: **1515 Market Street, Suite 715**

City: **Philadelphia** State: **PA** ZIP: **19102**

6. Total number of applications and registrations involved: **14**

7. Total fee (37 CFR 3.41):.....\$ **\$365.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

OPR/FINANCE
MAR 17 AM 7 58

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.

Steven R. Petersen *SRP* **March 15, 2004**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **4**

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 002932 FRAME: 0052

Recordation Form Cover Sheet
TRADEMARKS ONLY

Form PTO-1594

Continuation of the Information in Item No. 4

4. Application number(s) or registration number(s):

| A. Trademark Application No.(s) | B. Trademark Registration No.(s) |
|---------------------------------|---|
| | 2,383,975 2,384,052 2,416,438 2,460,062 2,424,967 |

ACKNOWLEDGEMENT AND CONFIRMATORY ASSIGNMENT

This Acknowledgement And Confirmatory Assignment is made as of June 30, 2003, by **Budge Industries, Inc.**, a New Jersey corporation having a place of business at 1240 South Broad Street, Lansdale, PA 19446 ("Assignor") to **Fleet Capital Corporation**, a Rhode Island corporation having a place of business at One Federal Street, Boston, MA 02110 ("Assignee").

BACKGROUND

Prior to June 30, 2003, Assignor was the owner of the United States Trademark Registrations identified herein (the "Assigned Registrations") and the marks which are the subjects of the Assigned Registrations (the "Assigned Marks"). On June 30, 2003, pursuant to a Loan and Security Agreement dated July 21, 1999, Assignee foreclosed on certain collateral including the Assigned Marks and Assigned Registrations.

ACKNOWLEDGEMENT AND ASSIGNMENT

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is acknowledged, and intending to be legally bound, Assignor hereby acknowledges the June 30, 2003 assignment to Assignee of all Assignor's rights, title, and interest in and to the Assigned Marks identified below, together with the goodwill symbolized by the Assigned Marks, and the Assigned Registrations thereof identified below. Assignor hereby assigns to Assignee, as of June 30, 2003, all Assignor's rights, title, and interest in and to the Assigned Marks and the Assigned Registrations.

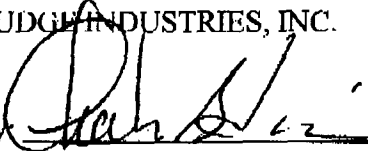
ASSIGNED REGISTRATIONS:

| | <u>Registration No.</u> | <u>Issued</u> | <u>Mark</u> |
|-----|-------------------------|---------------|--------------------|
| 1. | 1,254,485 | 10/18/1983 | SEMI-CUSTOM |
| 2. | 1,382,212 | 02/11/1986 | GOLD STANDARD |
| 3. | 1,630,671 | 01/08/1991 | BUDGE B (Stylized) |
| 4. | 1,792,452 | 09/14/1993 | BUDGE |
| 5. | 1,818,884 | 02/01/1994 | PREMIER |
| 6. | 1,822,609 | 02/22/1994 | BLUE RIBBON |
| 7. | 2,027,260 | 12/31/1996 | BUDGE LITE |
| 8. | 2,069,925 | 06/10/1997 | B (Stylized) |
| 9. | 2,224,780 | 02/16/1999 | SILVER COAT |
| 10. | 2,383,975 | 09/05/2000 | THE MAX |
| 11. | 2,384,052 | 09/05/2000 | THE BARRIER |
| 12. | 2,416,438 | 12/26/2000 | DURAGARD |

| | <u>Registration No.</u> | <u>Issued</u> | <u>Mark</u> |
|-----|-------------------------|---------------|--------------|
| 13. | 2,424,967 | 01/30/2001 | SLEEP SHIELD |
| 14. | 2,460,062 | 06/12/2001 | THE SHIELD |

IN WITNESS WHEREOF, Assignor has caused this Acknowledgement And Confirmatory Assignment to be duly executed by its authorized representative so as to constitute its legal, valid, and binding act in accordance with its terms.

BUDGE INDUSTRIES, INC.

By 
Charles B. Simon, CEO

Date: 3/12/04

State of _____) ss:

County of _____)

On this _____ day of _____, 2004, before me personally came Charles Simon, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Name:

Notary Public

My Commission Expires: