

Form PTO-1574 (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):
PHOENIX CORPORATION OF AMERICA

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

Citizenship (see guidelines) U.S. - New York

Execution Date(s) August 27, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

Name: OMEGA ACQUISITION CORP., A MARYLAND CORPORATION
Internal Address: _____
Address: _____
Street Address: 1041 S. Carroll Street
City: Hampstead
State: Maryland
Country: USA Zip: 21074

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship U.S. - Maryland
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

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) 2792676; 2580983; 2524044; 2347025; 1501145

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: C.J. Persson, Esquire
Internal Address: Rosenberg Martin Funk Greenberg, LLP
Street Address: 25 South Charles Street,
Suite 2115
City: Baltimore
State: Maryland Zip: 21201
Phone Number: 410-727-6600
Fax Number: 410-727-1115
Email Address: cjpersson@rosenbergmartin.com

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers 5939
Expiration Date 09/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: C.J. Persson November 24, 2004
Signature Date

C.J. Persson
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

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

CP \$140.00 2792676

ASSIGNMENT OF INTANGIBLES AND INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTANGIBLES AND INTELLECTUAL PROPERTY is made this _____ day of August, 2004, by PHOENIX CORPORATION OF AMERICA, a New York corporation (the "Assignor")

WHEREAS, the Assignor is the owner of certain intangible personal property and intellectual property, whether registered or unregistered, including, but not limited to, the trademarks "SHOW-IT-ALL" registered with the United States Patent and Trademark Office (the "USPTO"), registration number 2792676 and serial number 76444978; "PHOENIX" (with logo) registered with the USPTO, registration number 258093 and serial number 76073044; "PHOENIX D1" (with logo) registered with the USPTO, registration number 2524044 and serial number 75807919; and "PHOENIX" registered with the USPTO, registration number 2347025 and serial number 75689953 (all of such intangible personal property and intellectual property being referred to hereinafter as the "Property"); and

WHEREAS, pursuant to the Asset Purchase Agreement made by and between the Assignor and OMEGA ACQUISITION CORP., A MARYLAND CORPORATION, a Maryland corporation (the "Assignee"), dated of even date herewith (the "Agreement"), the Assignor sold, transferred and assigned all of its rights, title and interests in and to the inventory and accounts receivables and certain other assets of the Assignor, including the Property and goodwill associated therewith, to the Assignee; and

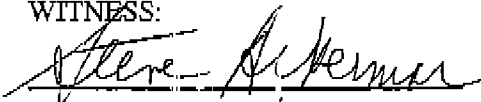
WHEREAS, the Assignor desires to execute and deliver this Assignment as evidence of the sale, assignment and conveyance of the Property and associated goodwill to the Assignee.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Assignor hereby transfers, assigns and conveys all of its rights, title and interests in and to the Property, and all of the goodwill associated therewith, to the Assignee, to the end and intent that the Assignee shall be the exclusive owner of the Property and said goodwill, and the Assignor shall have no interest in or to the Property and said goodwill.
2. The Assignor hereby acknowledges and agrees that the Assignee's rights, title and interests in the Property and said goodwill, including the full power and authority to demand, collect, endorse, receive receipt for, defend, sue and otherwise enforce and protect the Property, are effective as of the date provided for in the Agreement.
3. This Assignment shall be binding upon the Assignor and its respective personal representatives, heirs, successors and assigns, and inure to the benefit the Assignee and its successors and assigns.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed as of the date first written above.

WITNESS:


STEVEN ACKERMAN

PHOENIX CORPORATION OF AMERICA

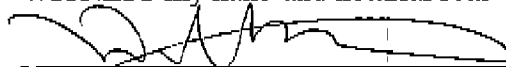
By:


Alan Kessler, President

STATE OF NEW YORK)
COUNTY OF Nassau) SS.:

I, the undersigned, a notary public for the State of New York, hereby certify that on August 27, 2004, before me came the President of the herein-named Assignor, Alan Kessler, known or satisfactorily proven to be the individual described in, and who executed, the foregoing instrument, and acknowledged to me that he executed the same on behalf of the Assignor as the duly authorized officer of the Assignor.

WITNESS my hand and notarial seal



Notary Public

WILLIAM NECKLES
Notary Public, State of New York
No. 4973035
Qualified in Nassau County
Commission Expires Oct. 9, 2010