

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):

Over 'N Under, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) November 23, 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: Shield Mfg. Inc.

Internal Address: _____

Address: _____

Street Address: 425 Fillmore Avenue

City: Tonawanda

State: New York

Country: USA Zip: 14150

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- 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)

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)

1,844,541

Additional sheet(s) attached? Yes No

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

OVER N UNDER

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

Name: Phillips Lytle LLP

Internal Address: Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo

State: New York Zip: 14203

Phone Number: (716) 847-8400

Fax Number: (716) 852-6100

Email Address: eeagan@phillipslytle.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- 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 19-3320

Authorized User Name Esther G. Eagan

9. Signature: 

Esther G. Eagan Signature

December 1, 2004

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

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

700135215

REEL: 002985 FRAME: 0234

CH \$40.00 193320 1844541

TRADEMARK ASSIGNMENT

WHEREAS, Over 'N Under, Inc., an Illinois corporation having a place of business located at 1130 South Hiddenbrook Trail, Palatine, Illinois 60067 ("Assignor"), is the owner of the entire right, title and interest in the trademark OVER N UNDER and the corresponding U.S. Registration No. 1,844,541 (the "Trademark"); and

WHEREAS, Shield Mfg. Inc., a Delaware corporation having its place of business at 425 Fillmore Avenue, Tonawanda, NY 14150 ("Assignee") is desirous of acquiring an interest in and to the Trademark:

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, sells, transfers and conveys unto Assignee the full and exclusive right, title and interest in and to the Trademark, together with the good will of the business symbolized by said Trademark, and any and all rights to bring any suit or action for damages for past infringement of the Trademark by any third party and the right to keep for itself any damages or other recovery it obtains therefrom. Assignor hereby covenants to execute and deliver to Assignee such additional assignments and instruments of transfer as Assignee may require to evidence Assignee's ownership of the Trademark or the conveyance of the Trademark to Assignee.

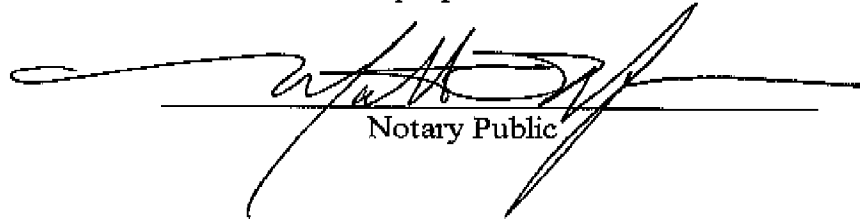
IN WITNESS WHEREOF, the Assignor has caused this document to be executed by its duly authorized representative as of the 23rd day of November, 2004.

OVER 'N UNDER, INC.

By Michael S. Mason
Name: Michael S. Mason
Title: President

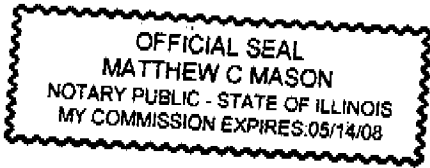
STATE OF Illinois)
COUNTY OF Cook) ss:

On this 23rd day of November, 2004, before me, the subscriber, personally appeared, Michael J. Mason, to be known and known to me to be the person described in the within instrument, who executed the within instrument in said capacity in my presence, and he acknowledged to me that he executed the same for the purposes therein mentioned.



Notary Public

Notarial Seal



BFO Doc # 1420938.1