

Form PTO-1594 (Rev. 03/05)
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):

Woodside Capital Partners II, LLC, as Agent

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other LLC

Citizenship (see guidelines) MA - USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Lehman Commercial Paper Inc., as Agent

Internal

Address: _____

Street Address: 745 Seventh Avenue, 7th Floor

City: New York

State: New York

Country: USA Zip: 10019

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship NY - USA
- 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 /Execution Date(s) :

Execution Date(s) February 15, 2005

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

A. Trademark Application No.(s)
See Attached

B. Trademark Registration No.(s)
See Attached

Additional sheet(s) attached? Yes No

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

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

Name: Michelle Walters Fournier, RP, Senior Paralegal

Internal Address: Bingham McCutchen LLP

Street Address: One State Street

City: Hartford

State: CT Zip: 06103

Phone Number: 860.240.2935

Fax Number: 860.240.2513

Email Address: michelle.fournier@bingham.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$340.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers 8930
Expiration Date 10/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

April 28, 2005
Date

Michelle Walters Fournier, RP, Senior Paralegal

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 mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CTDOCS/1626539.1

OP: \$340.00 76379378

ITEM NOS. 4A, 4B AND 4C CONTINUED**U.S. Trademarks and Trademark Registrations**

<u>Trademark</u> or <u>Service Mark</u>	Registrations --	
	<u>Registration No.</u>	<u>Registration Date</u>
HOVEROUND	1,798,627	October 12, 1993
TEKNIQUE	2,076,348	July 1, 1997
MPV-4	2,246,719	May 18, 1999
FREE TO SEE THE WORLD	2,251,983	June 8, 1999
ROUND FOR A REASON	2,254,431	June 15, 1999
MPV-3	2,283,926	October 5, 1999
ACTIVA	2,293,670	November 16, 1999
HOVERLIFT	2,485,571	September 4, 2001
FORERUNNER	2,591,847	July 9, 2002
TRANSPORTER	2,754,600	August 19, 2003

<u>Trademark</u> or <u>Service Mark</u>	Pending Applications --	
	<u>Serial No.</u>	<u>Filing Date</u>
HOVERBALL	75/379,378	October 27, 1997
MINI-TEK	75/923,969	February 22, 2000
HOVEROUND TRANSPORTER	76/415,685	May 31, 2002

ASSIGNMENT OF TRADEMARKS

WOODSIDE CAPITAL PARTNERS II, LLC, as Agent, (the "Assignor"), with a mailing address of 25 Mall Road, Burlington, Massachusetts, does hereby sell and assign WITHOUT RECOURSE AND WITHOUT ANY REPRESENTATION OR WARRANTY, EITHER EXPRESSED OR IMPLIED BY LAW, unto LEHMAN COMMERCIAL PAPER INC., as Agent, a New York corporation having a place of business at 745 Seventh Avenue, 7th Floor, New York, New York 10019 (the "Assignee") the following instruments:

- 1. Trademark Collateral Security and Pledge Agreement dated as of September 18, 1998 between Hoveround Corporation and BankBoston, N.A., as Agent recorded September 23, 1998 in Reel/Frame: 1791/0245 and assigned by Fleet National Bank, as Agent (successor in interest to BankBoston N.A., as Agent) to Woodside Capital Partners II, LLC, as Agent by that certain Assignment of Trademark Collateral Security and Pledge Agreement recorded December 31, 2001 in Reel/Frame: 002420/0990 and amended by that certain Supplemental Trademark Collateral Security and Pledge Agreement dated as of October 28, 2003 and recorded January 14, 2004 in Reel/Frame: 002777/0905.

Executed as of this 15 of February, 2005.

This Assignment is governed by the laws of the Commonwealth of Massachusetts.

Witnesses:

Paul Crossen
Kelley McKeefe

WOODSIDE CAPITAL PARTNERS II, LLC, AS AGENT
By: Woodside Capital Management LLC, Its Manager

By: David B. Ray
Its Executive Vice President

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

) ss: Burlington
)

On this 15th day of February, 2005, before me, the undersigned officer, personally appeared David B. Ray, an Executive Vice President of Woodside Capital Management, LLC, Manager of Woodside Capital Partners II, LLC, signer of the foregoing instrument, and acknowledged the same to be his free act and deed and the free act and deed of said company.

Sandra McGrath

Notary Public
My Commission Expires: 7/3/09
Sandra McGrath
Notary Public
My Commission Expires July 3, 2009

BINGHAM McCUTCHEN

Facsimile

TO	TRADEMARK DIVISION - FAX FILING	CLIENT/MATTER	0000312904
COMPANY	U.S.P.T.O.	PHONE NUMBER	703-308-9723
FROM	Michelle Walters Fournier, RP 860-240-2935/fax: 860-240-2513 email: michelle.fournier@bingham.com	FAX NUMBER	703-306-5995
DATE	4/28/2005	TKPR NO	06148
		TOTAL PAGES	6

Bingham McCutchen LLP
 One State Street
 Hartford, CT
 06103-3179

 860.240.2700
 860.240.2800 fax

 bingham.com

RE: Assignment of Trademarks (Hoveround Corporation)

Attached is one (1) Agreement to be filed with the U.S.P.T.O., along with a Recordation Cover Sheet and Credit Card Payment Form. Please contact me with any questions or comments.

Please forward confirmation of filing via facsimile to 860-240-2513.

Michelle Walters Fournier

- Boston
- Hartford
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

Our fax number is 860.240.2800. The Fax Operator is _____ . If there are any problems during this transmission, please call our office at 860.240.2769.

The information in this transmittal is privileged and confidential and is intended only for the recipient(s) listed above. If you are neither the intended recipient(s) nor a person responsible for the delivery of this transmittal to the intended recipient(s), you are hereby notified that any unauthorized distribution or copying of this transmittal is prohibited. If you have received this transmittal in error, please notify us immediately at 860.240.2769 and return the transmittal to the sender. Thank you.

SENDER'S CONFIRMATION

RETURN TO:

FLOOR NUMBER:

YOUR FAX HAS BEEN SENT TO:

DATE/TIME STAMP:

RECORDED: 04/28/2005

TRADEMARK
REEL: 003108 FRAME: 0141