

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):

CODi, Inc., a Pennsylvania corporation, Shelbi Industries, Inc., a Pennsylvania corporation, Steven P. Dayton, an Individual, and Timothy C. Hoagland, an Individual

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) May 10, 2005

- 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: CODi, Inc.
Internal
Address: Rosemont Business Campus II - Suite 109
Street Address: 919 Conestoga Road
City: Rosemont
State: Pennsylvania
Country: USA Zip: 19010

- 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)
76/368,228

B. Trademark Registration No.(s)
2,133,734; 2,618,240; 1,950,702

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: Megan E. Spitz, Esquire

Internal Address: 9th Floor

Street Address: One Logan Square

City: Philadelphia

State: PA Zip: 19103-6998

Phone Number: 215-569-5745

Fax Number: 215-832-5745

Email Address: spitz@blankrome.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- 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 02-2555

Authorized User Name Megan E. Spitz

9. Signature:

Megan E. Spitz
Signature

May 10, 2005
Date

Megan E. Spitz
Name of Person Signing

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

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

CH \$115.00 022555 76368228

700178410

TRADEMARK
REEL: 003115 FRAME: 0004

*Execution Copy***ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS**

This agreement made on the 10th day of May, 2005, between CODI, INC., a Pennsylvania corporation, SHELBI INDUSTRIES, INC., a Pennsylvania corporation, STEVEN P. DAYTON, a U.S. Citizen, and TIMOTHY C. HOAGLAND, a U.S. Citizen (collectively, "ASSIGNORS"), and CODI, INC., a Delaware corporation, with its address c/o Milestone Partners, Rosemont Business Campus II, 919 Conestoga Road, Suite 109, Rosemont, Pennsylvania 19010 ("ASSIGNEE").

WHEREAS, ASSIGNORS have adopted and are using the trademarks listed in Schedule A ("Marks") for which it owns certain federal registrations as identified on the schedule in the United States Patent and Trademark Office;

WHEREAS, ASSIGNEE is desirous of all right and title in and to said trademarks and the registrations thereof;

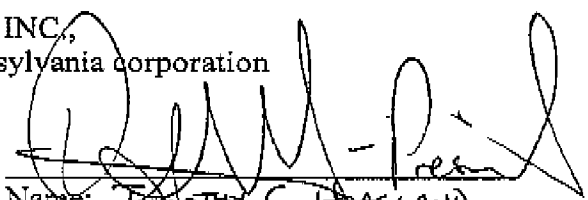
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, ASSIGNORS do hereby assign, sell, and transfer to ASSIGNEE, its successors and assigns, all its right, title, and interest in and to said Marks, and the full exclusive benefit thereof, together with the goodwill of the business symbolized by and associated with said trademarks and trademark registrations thereof.

- SIGNATURES ON NEXT PAGE -

IN TESTIMONY WHEREOF, ASSIGNORS and ASSIGNEE have executed this Assignment of Trademarks and Trademark Registrations by a duly authorized officer.


CODI, INC.,
a Pennsylvania corporation

Dated: May 10, 2005

By: 
Name: TIMOTHY C. HOAGLAND
Title: PRESIDENT

SHELBI INDUSTRIES, INC.

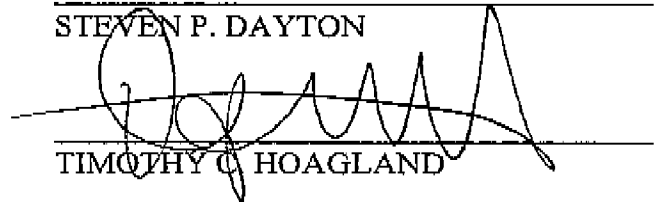
Dated: May 10, 2005

By: 
Name: STEVEN P. DAYTON
Title: PRESIDENT

Dated: May 10, 2005


STEVEN P. DAYTON

Dated: May 10, 2005


TIMOTHY C. HOAGLAND

CODI, INC.,
a Delaware corporation

Dated: , 2005

By: _____
Name:
Title:

IN TESTIMONY WHEREOF, ASSIGNORS and ASSIGNEE have executed this Assignment of Trademarks and Trademark Registrations by a duly authorized officer.

CODI, INC.,
a Pennsylvania corporation

Dated: , 2005

By: _____
Name:
Title:

SHELBI INDUSTRIES, INC.

Dated: , 2005

By: _____
Name:
Title:

Dated: , 2005


STEVEN P. DAYTON

Dated: , 2005

TIMOTHY C. HOAGLAND

CODI, INC.,
a Delaware corporation

Dated: *May 10* , 2005

By:  _____
Name: Robert G. Levine
Title: Chairman

SCHEDULE A

**Assignment of Trademarks and Trademark Registrations from
 CODi, Inc., a Pennsylvania corporation; Shelbi Industries, Inc.;
 Steven P. Dayton; and Timothy C. Hoagland
 To CODi, Inc., a Delaware corporation**

<u>Mark</u>	<u>(Application Number) Registration Number</u>	<u>(Application Date) Registration Date</u>
AIRPRO (Stylized)	2,133,734	February 3, 1998
CRADLE	(76/368,228)	(February 7, 2002)
CODI	2,618,240	September 10, 2002
CODI and Design	1,950,702	January 23, 1996
CODI (Stylized)		
MODELLA		
MOBILELITE		
DUO		
AMBASSADOR PLUS		
DIPLOMAT		
CRADLE PROTECTION		
EXPERTS IN MOBILITY		



Phone: (215) 569-5745
 Fax: (215) 832-5745
 Email: spitz@blankrome.com

May 10, 2005

VIA FACSIMILE (703) 306-5995

Mail Stop Assignment Recordation Services
 Director of the U.S. Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1451

Re: CODi, Inc.
 Recordal of Assignment of Trademarks and
 Trademark Registrations between CODi, Inc.,
 a Pennsylvania corporation, Shelbi Industries,
 Inc., a Pennsylvania corporation, Steven P.
 Dayton, Timothy C. Hoagland, and CODi, Inc.,
 a Delaware corporation

Dear Madam:

Enclosed for recordation is an "Assignment of Trademarks and Trademark Registrations" showing the assignment of the below-referenced marks from CODi, Inc., a Pennsylvania corporation, Shelbi Industries, Inc., a Pennsylvania corporation, Steven P. Dayton, an Individual, and Timothy C. Hoagland, an Individual (collectively, "ASSIGNORS"), to CODi, Inc., a Delaware corporation ("ASSIGNEE"). This assignment and attached recordation cover sheet applies to the following trademark registrations and application:

Mark	Registration Number (Application Number)	Registration Date (Filing Date)
AIRPRO (Stylized)	2,133,734	February 3, 1993
CODI	2,618,240	September 10, 2002
CODI and Design	1,950,702	January 23, 1996
CRADLE	(76/368,228)	(February 7, 2002)

One Logan Square 18th & Cherry Streets Philadelphia, PA 19103-6998
 www.BlankRome.com

TRADEMARK



Mail Stop Assignment Recordation Services
 May 10, 2005
 Page 2

Please charge all fees due in connection with the filing of this assignment document to our Deposit Account Number 02-2555. Should any questions arise concerning the recordation of this document, kindly contact me at (215) 569-5745.

Please send all correspondence and the original document stamped with reel and frame numbers to the following address:

Megan E. Spitz, Esquire
 Blank Rome LLP
 One Logan Square
 Philadelphia, Pennsylvania 19103-6998
 Facsimile: (215) 832-5745

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in cursive script that reads "Megan E. Spitz".

MEGAN E. SPITZ

MES:crm
 cc: Timothy D. Pecsénye, Esquire

CERTIFICATE OF FACSIMILE

I hereby certify that this correspondence is being transmitted via facsimile addressed to the Director of the USPTO, Assignment Recordation Services, P.O. Box 1450, Alexandria, Virginia 22313-1450, on May 10, 2005.

 A handwritten signature in cursive script that reads "Christopher R. Miller".

Christopher R. Miller



FAX TRANSMITTAL FORM

Date: May 10, 2005

	TO:	FIRM:	FAX NO.:	CONFIRMATION NO.:
1.	Mail Stop Assignment Recordation Services	Director of the U.S. Patent and Trademark Office	(703) 306-5995	

From:	Megan Spitz
Phone:	2155695745
Fax:	2158325745
Email:	spitz@blankrome.com
Atty No.:	1974

# of Pages: (include cover)	8
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Client/Matter #:	113268-00102
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ORIGINAL:		WHEN COMPLETED:	
Will Follow:		Call For Pickup:	
Will Not Follow:	x	Send Interoffice:	

COVER MESSAGE:

Please see the enclosed assignment for recordation.

CONFIDENTIALITY NOTE:

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BUSY:	NO ANSWER:	WRONG NUMBER:	NO CONNECTION:

One Logan Square 18th & Cherry Streets Philadelphia, PA 19103
215.569.5500 Fax: 215.569.5555

www.BlankRome.com

RECORDED: 05/10/2005

TRADEMARK
REEL: 003115 FRAME: 0011