

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hand Held Products-NC, Inc		02/14/2006	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Hand Held Products, Inc.
Street Address:	700 Visions Drive
City:	Skaneateles Falls
State/Country:	NEW YORK
Postal Code:	13153
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2463324	BATCH SIMPLICITY
Registration Number:	2136281	DOLPHIN
Registration Number:	1425550	HAND HELD
Registration Number:	2658607	HAND HELD PRODUCTS
Registration Number:	1584406	LASER-WAND
Registration Number:	2452515	RF SIMPLICITY
Registration Number:	2452512	SPREADSHEET SIMPLICITY
Registration Number:	2396569	
Registration Number:	2396568	

CORRESPONDENCE DATA

Fax Number: (315)425-9114
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 315-425-9000

CH \$240.00 2463324

Email: DSchneider@wallmarjama.com
Correspondent Name: Wall Marjama & Bilinski
Address Line 1: 101 S. Salina Street
Address Line 2: Suite 400
Address Line 4: Syracuse, NEW YORK 13202

ATTORNEY DOCKET NUMBER:

ASSIGNMENT

NAME OF SUBMITTER:

Robert E. Purcell

Signature:

/Robert E. Purcell/

Date:

09/06/2006

Total Attachments: 5

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**ASSIGNMENT
OF
TRADEMARKS AND SERVICE MARKS
FROM
HAND HELD PRODUCTS-NC, INC.
TO
HAND HELD PRODUCTS, INC.**

This ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS (hereinafter the "Assignment") is hereby entered into as of the 1st day of January 2006, by and between **HAND HELD PRODUCTS-NC, INC.**, a North Carolina corporation having a principal place of business at 7510 East Independence Boulevard, Charlotte, North Carolina 28227, formerly known as HHP-NC, Inc., formerly known as Hand Held Products, Inc. (hereinafter referred to as "ASSIGNOR"), and **HAND HELD PRODUCTS, INC.**, a Delaware corporation having a principal place of business at 700 Visions Drive, Skaneateles Falls, New York 13153 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR is the exclusive and record owner of the entire right, title, and interest in and to (1) the Trademarks and Service Marks, and the corresponding common law rights therein and applications and registrations therefor, identified in **Schedules A and B** attached hereto (collectively "Marks") and all goodwill associated therewith, and (2) to the extent such Marks are the subject of "intent-to-use" applications, the portion of all business of ASSIGNOR to which such Marks that are the subject of such "intent-to-use" applications pertain;

WHEREAS, ASSIGNEE has acquired (1) the above-identified Marks, and all associated goodwill, and (2) to the extent such Marks are the subject of "intent-to-use" applications, the portion of all business of ASSIGNOR to which such Marks that are the subject of such "intent-to-use" applications pertain, from ASSIGNOR pursuant to a Plan of Merger under which Hand Held Products-NC, Inc., has merged into Hand Held Products, Inc.;

WHEREAS, ASSIGNOR and ASSIGNEE are executing this Assignment to reflect the transfer of (1) said Marks and all associated goodwill, and (2) to the extent such Marks are the subject of "intent-to-use" applications, the portion of all business of ASSIGNOR to which such Marks that are the subject of such "intent-to-use" applications pertain to Hand Held Products, Inc., pursuant to the Plan of Merger;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby acknowledges and agrees that ASSIGNOR does hereby sell, transfer, and assign to ASSIGNEE the entire right, title, and interest in and to the above-identified Marks together with the goodwill of the business appurtenant to and symbolized by said Marks, and to the extent such Marks are the subject of "intent-to-use" applications, the portion of all business of ASSIGNOR to which such Marks that are the subject of such "intent-to-use" applications pertain, and all rights of action against third parties for past infringement, current infringement and future infringement thereof, the same to be held and enjoyed by ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had the sale, transfer, and assignment not been made.

ASSIGNOR hereby represents, warrants and covenants that it owns all right, title and interest in and to the Marks, that it has the full power and authority to convey the rights, title, and interests hereby sold, transferred, and assigned to ASSIGNEE, that it has not executed and will not execute any agreement in conflict herewith, and that it will execute any and all other instruments which may be necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed this 14th day of February, 2006.

ASSIGNOR

HAND HELD PRODUCTS-NC, INC.

(a North Carolina corporation of Charlotte, North Carolina)

By: George S. Smith II, Secretary (SEAL)
George S. Smith II
Secretary

WITNESS:

James A. Cain
(Witness should print or type name under signature.)

[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, ASSIGNEE has caused this Assignment to be executed this

14th day of February, 2006.

ASSIGNEE


HAND HELD PRODUCTS, INC.

(a Delaware corporation of Skaneateles, New York)

By: George S. Smith II, VP (SEAL)

George S. Smith II
Vice President

WITNESS:

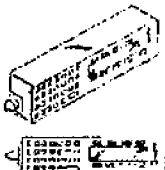
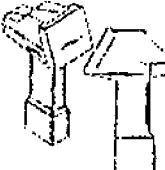


(Witness should print or type name under signature.)

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Schedule A

U.S. Trademark and Service Mark Applications and Registrations Owned¹ by Hand Held Products-NC, Inc.,
(a North Carolina corporation²)
and Assigned to Hand Held Products, Inc. (a Delaware corporation of New York)

Registration or Application Number	Trademark or Service Mark	Registration Date or Application Date	Status
2,463,324	BATCH SIMPLICITY	06/26/2001	Issued
2,136,281	DOLPHIN	02/10/1998	Issued
1,425,550	HAND HELD & Design	01/20/1987	Issued
2,658,607	HAND HELD PRODUCTS & Design	12/10/2002	Issued
1,584,406	LASER-WAND (Stylized)	02/27/1990	Issued
2,452,515	RF SIMPLICITY	05/22/2001	Issued
2,452,512	SPREADSHEET SIMPLICITY	05/22/2001	Issued
2,396,569		10/17/2000	Issued
2,396,568		10/17/2000	Issued
2,463,324	BATCH SIMPLICITY	06/26/2001	Issued
2,136,281	DOLPHIN	02/10/1998	Issued
1,425,550	HAND HELD & Design	01/20/1987	Issued
2,658,607	HAND HELD PRODUCTS & Design	12/10/2002	Issued
1,584,406	LASER-WAND	02/27/1990	Issued
2,452,515	RF SIMPLICITY	05/22/2001	Issued
2,452,512	SPREADSHEET SIMPLICITY	05/22/2001	Issued

¹ To the extent that Hand Held Products-NC, Inc., does not solely own but retains any rights to any of the trademark or service mark applications or registrations listed on this schedule. Hand Held Products-NC, Inc., assigns any ownership and/or rights held by Hand Held Products-NC, Inc., to Hand Held Products, Inc., of Skaneateles, New York, a Delaware corporation.

² Hand Held Products-NC, Inc., was formerly known as HHP-NC, Inc., which was formerly known as Hand Held Products, Inc., all of which were North Carolina corporations.

Schedule B

Foreign Trademark and Service Mark Applications and Registrations Owned³ by Hand Held Products-NC, Inc., (a North Carolina corporation)
and Assigned to Hand Held Products, Inc. (a Delaware corporation of New York)

Country or State	Registration or Application Number	Mark	Registration Date or Application Date	Status
Australia	722,680	DOLPHIN	11/25/1996	Issued
Canada	TMA528,082	DOLPHIN	05/18/2000	Issued
France	96/652,911	DOLPHIN	11/28/1996	Issued
United Kingdom	2,117,063	DOLPHIN	11/29/1996	Issued
Italy	779809	DOLPHIN	05/12/1999	Issued
South Korea	460555	DOLPHIN	12/10/1999	Issued
Mexico	546,414	DOLPHIN	04/24/1997	Issued
United Kingdom	2124175	ABC Blocks Design	02/20/1997	Issued
CTM	000936229	DOLPHIN	02/14/2002	Issued
Malaysia	99/08429	HAND HELD	08/30/1999	Pending
Benelux	547851	HAND HELD PRODUCTS	03/30/1994	Issued
International/Madrid Convention	IR-627101	HAND HELD PRODUCTS	09/30/1994	Issued
Brazil	826870716	DOLPHIN	08/31/2004	Pending

³ To the extent that Hand Held Products-NC, Inc., does not solely own but retains any rights to any of the trademark or service mark applications or registrations listed on this schedule, Hand Held Products-NC, Inc., assigns any ownership and/or rights held by Hand Held Products-NC, Inc., to Hand Held Products, Inc., of Skaneateles, New York, a Delaware corporation.

⁴ Hand Held Products-NC, Inc., was formerly known as HHP-NC, Inc., which was formerly known as Hand Held Products, Inc., all of which were North Carolina corporations.