

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smittybilt Automotive Group, Inc.		07/11/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Textron Financial Corporation		
Street Address:	11575 Great Oaks Way,		
Internal Address:	Suite 210		
City:	Alpharetta		
State/Country:	GEORGIA		
Postal Code:	30022		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2038126	SMITTYBILT	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-783-2700		
Email:	Oleh.Hereliuk@federalresearch.com		
Correspondent Name:	CBC Companies dba Federal Research		
Address Line 1:	1023 Fifteenth Street, NW, Ste 401		
Address Line 2:	attn: Oleh Hereliuk		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	368751		
NAME OF SUBMITTER:	Oleh Hereliuk		
Signature:	/oh/		

CH \$40.00 2038126

Date:

10/06/2006

Total Attachments: 3

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ASSIGNMENT OF TRADEMARK

WHEREAS, Smittybilt Automotive Group, Inc., a California corporation having a place of business at 1550 Magnolia Avenue, Suite 101, Corona, California 92879 ("Assignor") has adopted and used and is, as of the effective date of this Assignment, the owner of record of the trademark SMITTYBILT which is registered in the United States Patent and Trademark Office ("USPTO") under Registration No. 2,038,126 dated February 18, 1997 (the "Registration"); and

WHEREAS, Textron Financial Corporation, a Delaware corporation, having a place of business at 11575 Great Oaks Way, Suite 210, Alpharetta, Georgia 30022 ("Assignee") was the successful bidder at a public foreclosure sale (the "Sale") conducted pursuant to Section 9610 of the California Commercial Code ("UCC") for collateral pledged to Assignee by Assignor, including the trademark SMITTYBILT and the goodwill symbolized thereby (collectively, the "Mark"), and, consequently, became the transferee of all of Assignor's rights in the Mark and the Registration pursuant to Section 9617 of the UCC. Such sale is evidenced by the Bill of Sale ("Bill of Sale") recorded in the USPTO on 08/21/2006 as reel/frame numbers 003373/0479 and 003373/0821; and

WHEREAS, Assignee, having acquired all right, title and interest in and to the Mark pursuant to such sale, now wishes to record this instrument, in addition to the Bill of Sale, in order to further establish Assignee as the owner of record of the Mark; and


WHEREAS, pursuant to the Patent, Copyright and Trademark Security Agreement dated September 3, 2004 between Assignor and Assignee, Assignor has authorized Assignee as Assignor's true and lawful attorney-in-fact to endorse Assignor's name on all documents necessary for Assignee to transfer title to the collateral described therein, including the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, in order to further effectuate the Sale, Assignor by its attorney-in-fact hereby assigns to Assignee all right, title and interest in and to the Mark and the Registration, and hereby further authorizes and consents that Assignee shall have the right to record this instrument of assignment with the United States Patent and Trademark Office and with any other agency, office or authority in any and all other jurisdictions and countries of the world so as to establish Assignee as owner of record of the Mark.

The foregoing assignment and authorization to record this instrument shall be effective as of July 11, 2006.

SMITTYBILT AUTOMOTIVE GROUP, INC.

By Textron Financial Corporation,
its attorney-in-fact

By: 
Name: LEONARD J. LITCHMAN
Title: SVP

STATE OF Georgia)
) ss.
COUNTY OF Fulton)

On the 5th day of October, 2006, before me personally came Leonard J. LaCognia to me known, who being by me duly sworn, did depose and say that he/she is the Senior Vice Pres of Textron Financial, the Assignee described in and which executed the foregoing instrument; and that he/she signed his/her name thereto as the act and deed of such corporation by order of the board of directors of said corporation.

Vicki S. Heller

NOTARY PUBLIC

