

03-23-2007

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3-19-07



RE

103386588

To the Director of the U. S. Patent and Trademark Office. Please return the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Cobra Wire & Cable, Inc.

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

Citizenship (see guidelines) Pennsylvania

Additional names of conveying parties attached? Yes No

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

Execution Date(s) March 9, 2007

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Cobra Wire & Cable, Inc.

Internal

Address: Attn: Brian Holtzman

Street Address: 2930 Turnpike Dr.

City: Hatboro

State: Pennsylvania

Country: USA Zip: 19040

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
Citizenship _____
Citizenship Delaware
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)
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):

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

Name: Nathan E. DeBaun

Internal Address: Ungaretti & Harris, LLP

Street Address: 3500 Three First National Plaza
70 West Madison

City: Chicago

State: Illinois Zip: 60602

Phone Number: 312.977.4872

Fax Number: 312.977.4405

Email Address: nedebaun@uhlaw.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190

- 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 _____

Authorized User Name _____

03-19-2007

U.S. Patent & TMO/TM Mail Rpt Ct. #11

9. Signature:

Nathan E DeBaun
Signature

3-16-07

Date

03/22/2007 D BYRNE 00000011 2142089

01 FC:8521
02 FC:8522

40.00
150.00
Nathan E. DeBaun
Name of Person Signing

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

11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**Registration Numbers of
Assigned Trademarks:**

2,142,089

2,319,007

2,321,208

2,776,100

2,963,644

2,992,905

3,188,989

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made as of March 9, 2007, by COBRA WIRE & CABLE, INC., a Pennsylvania corporation ("Assignor"), having its principal place of business at 2930 Turnpike Drive, P.O. Box 790, Hatboro, Pennsylvania 19040, for the benefit of MERIT/FULTON ACQUISITION CO., INC., a Delaware corporation ("Assignee"), having its principal place of business at 2930 Turnpike Drive, P.O. Box 790, Hatboro, Pennsylvania 19040.

WHEREAS, Assignor is the owner of the entire title and interest in and to the trademarks listed on Exhibit A hereto (the "Trademarks"); and

WHEREAS, Assignor desires to sell, and Assignee desires to acquire, the Trademarks.

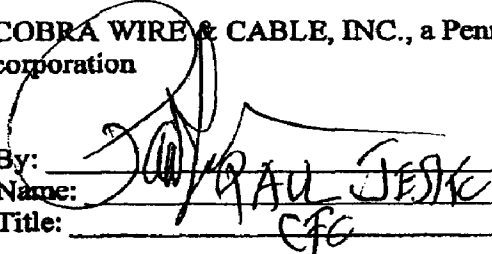
NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns to Assignee all right, title and interest in, to and under the Trademarks and to the goodwill of the business relating thereto and symbolized by said Trademarks.
2. Assignor hereby transfers, assigns and sets over to Assignee, free and clear of any claims, liens and encumbrances, all of Assignor's right, title and interest, legal and equitable, in and to any claims, causes of action for past, present or future infringements of the Trademarks and for unfair competition and any related claims Assignor may have against any third parties, whether known or unknown, and to apply any damages recovered to Assignee's account.
3. At the expense of Assignee, Assignor covenants to cooperate with Assignee, or its designees or legal representatives, to bring and maintain any such claims or causes of action, whether in a court of competent jurisdiction or in an administrative agency, and Assignor shall provide any documents, records and things necessary to maintain any and all claims or causes of action upon reasonable request of Assignee, its designee or legal representative.
4. At the expense of Assignee, Assignor covenants and agrees to execute and cause to be executed, at the request of Assignee, or its designees, successors, assigns or legal representatives, all assignments, powers of attorney, and other papers as may be reasonably necessary to enable Assignee to obtain or maintain the Trademarks herein conveyed or intended to be conveyed.

[signature page attached]

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed as of the date first above written.

COBRA WIRE & CABLE, INC., a Pennsylvania corporation

By: 
Name: _____
Title: _____

MERIT/FULTON ACQUISITION CO., INC., a Delaware corporation

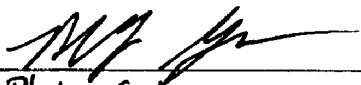
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed as of the date first above written.

COBRA WIRE & CABLE, INC., a Pennsylvania corporation

By: _____
Name: _____
Title: _____

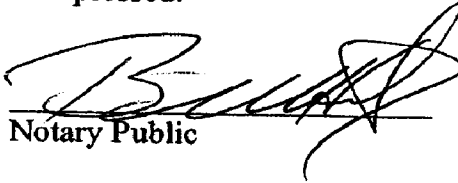
MERIT/FULTON ACQUISITION CO., INC., a Delaware corporation

By: 
Name: Phillip Gerber
Title: Chairman

STATE OF PA)
)
) SS:
COUNTY OF Bucks)

Before me, a Notary Public in and for the County and State aforesaid, appeared to me PAUL JESKO, personally known to be the officer of Cobra Wire & Cable, Inc. above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.

(SEAL)

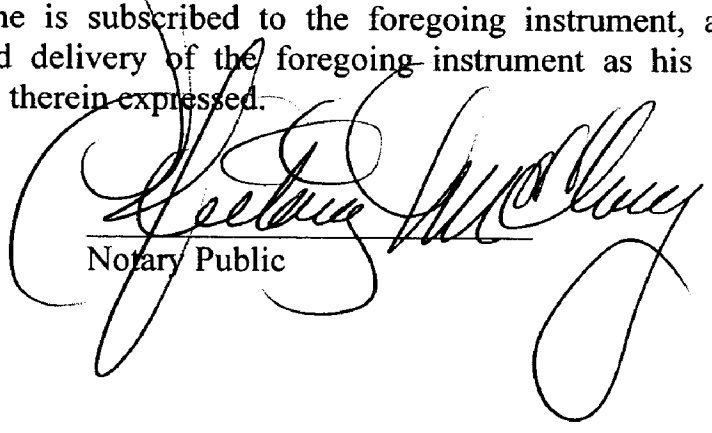

Notary Public

Notarial Seal
Richard Holtzman, Notary Public
Loydstown Twp., Bucks County
My Commission Expires Apr. 13, 2007
Member, Pennsylvania Association of Notaries

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

PHILIP GEORGE Before me, a Notary Public in and for the County and State aforesaid, appeared to me personally known to be the officer of Merit/Fulton Acquisition Co., Inc. above executing this document, and having authority to sign on behalf of the corporation and who is the same person whose name is subscribed to the foregoing instrument, and who acknowledged that the execution and delivery of the foregoing instrument as his free and voluntary act for the uses and purposes therein expressed.

(SEAL)



Notary Public



Delaware

PAGE 1

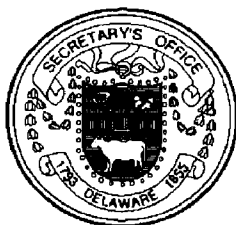
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MERIT/FULTON ACQUISITION CO., INC.", CHANGING ITS NAME FROM "MERIT/FULTON ACQUISITION CO., INC." TO "COBRA WIRE & CABLE, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2007, AT 5:03 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4249648 8100

070302700



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5496974

DATE: 03-12-07

**TRADEMARK
REEL: 003509 FRAME: 0185**

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
MERIT/FULTON ACQUISITION CO., INC.**

MERIT/FULTON ACQUISITION CO, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

WHEREAS, it is advisable that the Corporation change it's name to COBRA WIRE & CABLE, INC.;

NOW THEREFORE BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by amending ARTICLE FIRST thereof to read in its entirety as follows:

"FIRST: The name of the corporation is: COBRA WIRE & CABLE, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders having the right to vote on this amendment have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

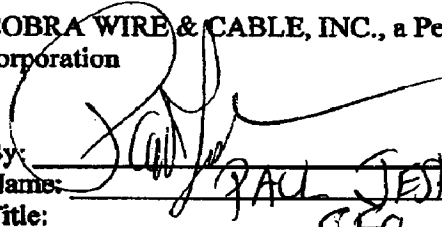
IN WITNESS WHEREOF, said MERIT/FULTON ACQUISITION CO., INC. has caused this Certificate of Amendment to be signed by a duly authorized officer, as of the 9th day of March, 2007.

MERIT/FULTON ACQUISITION CO., INC.

By: /s/Phillip Gerber
Phillip Gerber, Its Chairman

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be executed as of the date first above written.

COBRA WIRE & CABLE, INC., a Pennsylvania corporation

By: 
Name: PAUL JESTO
Title: CFO

MERIT/FULTON ACQUISITION CO., INC., a Delaware corporation

By: _____
Name: _____
Title: _____

Trademark Assignment

EXHIBIT A

Trademarks

Held:

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Serial Number</u>	<u>Filing Date</u>
“COBRA WIRE & CABLE”	2,142,089	03/10/1998	75/170300	09/23/1996
“COP-FLEX 2000”	2,319,007	11/23/1999	75/622925	01/21/1999
“X-FLEX”	2,321,208	02/22/2000	75/622927	01/21/1999
“X-FLEX 150”	2,776,100	10/21/2003	76/060420	05/31/2000
“COBRA WIND POWER CABLE”	2,963,644	06/28/2005	76/540696	08/28/2003
“COBRA WIRE & CABLE BOAT CABLE”	2,992,905	09/06/2005	76/542825	09/08/2003
“COBRA WIRE BATTERY SYSTEMS CABLE”	3,188,989	12/26/2006	78/674551	07/20/2005

Applied for:

<u>Trademark</u>	<u>Application Number</u>	<u>Registration Date</u>	<u>Serial Number</u>	<u>Filing Date</u>
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None.

Common Law Trademarks:

None.