

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
SOG Specialty Knives, Inc. d/b/a SOG Specialty Knives and Tools, Inc.		01/07/2009	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	SOG Specialty Knives and Tools, LLC
Street Address:	70 W. Red Oak Lane
Internal Address:	4th Floor
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10604
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3455361	AEGIS
Registration Number:	1912262	AUTO CLIP
Registration Number:	2162879	CROSSCUT
Registration Number:	2291493	CROSSGRIP
Registration Number:	3516173	FULCRUM
Registration Number:	3503024	FUSION BY SOG
Registration Number:	1803633	PARATOOL
Registration Number:	1926294	POWER PLIER
Registration Number:	2323840	SOG POWERLOCK
Registration Number:	1973051	SOG
Registration Number:	1597203	SOG SPECIALTY KNIVES
Registration Number:	2439379	SWITCHPLIER

CH \$365.00 3455361

Registration Number:	2827848	TRIDENT
Registration Number:	2322292	TSUNAMI

CORRESPONDENCE DATA

Fax Number: (212)643-6500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-643-7000
Email: pto@sillscummis.com
Correspondent Name: Sills Cummis & Gross P.C.
Address Line 1: One Rockefeller Plaza
Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:	08280041.000002
NAME OF SUBMITTER:	Spencer Frazer
Signature:	/Spencer Frazer/
Date:	01/09/2009

Total Attachments: 6
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TRADEMARK ASSIGNMENT

This Trademark Assignment, effective as of January 7, 2009 (the "Effective Date"), is between SOG Specialty Knives, Inc., a Washington corporation, d/b/a SOG Specialty Knives and Tools, Inc. (the "Assignor") having its principal place of business at 6521 212th Street SW, Lynnwood, WA 98036 and SOG Specialty Knives and Tools, LLC, a Delaware limited liability company (the "Assignee") having its principal place of business at 70 W Red Oak Lane, 4th Floor, White Plains, NY 10604.

WHEREAS, Assignor, Assignees and Spencer Frazer are parties to an Asset Purchase Agreement dated as of December 16, 2008 (the "Asset Purchase Agreement"); and

WHEREAS, Assignor is the owner of all of the right, title and interest in and to the trademarks, service marks, applications therefor and trade names and all other common law trademarks, service marks and trade names owned or used by Assignor in connection with its business as listed in Schedule A (collectively, the "Marks") and the goodwill associated therewith; and

WHEREAS, Assignor agrees to assign, transfer and sell to Assignor's entire right, title and interest in and to the Marks and the goodwill associated therewith to Assignee; and Assignee agrees to acquire Assignor's entire right, title, and interest in and to the Marks and the goodwill associated therewith.

NOW, THEREFORE, for One Dollar (\$1.00) and other fair and good consideration, Assignor, as of the Effective Date, hereby assigns, transfers and sells to Assignee, its successors, and assigns, Assignor's entire worldwide right, title and interest in and to the Marks, the goodwill associated with the Marks, any renewals thereof, any additional Marks obtainable for any subject matter related to existing Marks or assets in the Asset Purchase Agreement, all income, royalties, damages, and payments now or hereafter due or payable with respect to the Marks, all causes of action (in law and/or equity) and the right to sue, counterclaim, and recover for past, present, and future infringement, misappropriation, or dilution of the rights assigned to Assignee hereunder, and all rights, including the goodwill, corresponding thereto throughout the respective worldwide jurisdictions where Assignors hold rights in the Marks.

Assignors, as of the Effective Date, agree to immediately cease using the Marks and further agree, without further consideration, to cause to be performed such lawful acts and to execute such further Documents regarding the rights assigned, transferred and sold herein, as reasonably requested by Assignee or its successors or assigns.

[Signature Page Follows]

WHEREFORE, Assignor has duly executed this Trademark Assignment on the date indicated below.

SOG Specialty Knives, Inc.

By: Spencer Frazer
Name: Spencer Frazer
Title: Chief Executive Officer

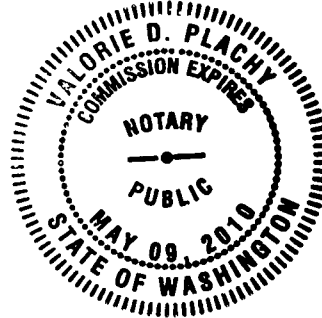
Date: 1/7/09

STATE OF WASHINGTON

COUNTY OF KING

On this 7th day of January, 2009, before me came Spencer Frazer, who being by me duly sworn, did depose and say to me that he is the Chief Executive Officer of SOG Specialty Knives, Inc. d/b/a SOG Specialty Knives and Tools, Inc.; that he signed his name hereto by authority of the Board of Directors of said corporation.

Valorie D. Plachy
Notary Public: Valorie D. Plachy
In and for the State of Washington
Residing at Burien
My Commission expires: 5/9/2010



SCHEDULE A

U.S. Trademark Registration 3,455,361 date 6/24/08
Serial No. 78/746,749 filed 11/3/05
Mark: "AEGIS"

U.S. Trademark Registration 1,912,262 date 8/15/95
Serial No. 74/467,072 filed 12/6/93
Mark: "Auto-Clip"

U.S. Trademark Registration 2,162,879 date 6/2/98
Serial No. 75/219,494 filed 12/30/96
Mark: "Crosscut"

U.S. Trademark Registration 2,291,493 date 11/9/99
Serial No. 75/396,632 filed 11/26/97
Mark: "Crossgrip"

U.S. Trademark Registration 3,516,173 date 10/14/08
Serial No. 77/425,497 filed 3/18/08
Mark: "Fulcrum"

U.S. Trademark Registration 3,503,024 date 9/16/08
Serial No. 78/746,764 filed 11/3/05
Mark: "Fusion by SOG"

U.S. Trademark Registration 1,803,633 date 11/9/93
Serial No. 74/303,973 filed 8/12/92
Mark: "Paratool"

U.S. Trademark Registration 1,926,294 date 10/10/95
Serial No. 74/500,378 filed 3/9/94
Mark: "Power Plier"

U.S. Trademark Registration 2,323,840 date 2/29/00
Serial No. 75/621,973 filed 1/15/99
Mark: "SOG Powerlock"

U.S. Trademark Registration 1,973,051 date 5/7/96
Serial No. 74/691,868 filed 6/20/95
Mark: "SOG"

U.S. Trademark Registration 1,597,203 date 5/22/90
Serial No. 73/816,000 filed 7/31/89
Mark: "SOG SPECIALTY KNIVES"

U.S. Trademark Registration 2,439,379 date 3/27/01
Serial No. 75/714,205 filed 5/21/99
Mark: "SwitchPlier"

U.S. Trademark Registration 2,827,848 date 3/30/04
Serial No. 78/182,875 filed 11/7/02
Mark: "Trident"

U.S. Trademark Registration 2,322,292 date 2/22/00
Serial No. 75/424,701 filed 1/28/98
Mark: "Tsunami"

European Union Trademark Registration 134478 date 10/13/98
Serial No. 134478 filed 4/1/96
Mark: "SOG"

Japanese Trademark Registration 4338775 date 11/26/99
Serial No. 90395/98 filed 10/22/98
Mark: "SOG"

Chinese Trademark Application 4692774 filed 6/1/04
Serial No. 4592774 filed ?
Mark: "SOG"

Australian Trademark Application 57807 date 12/17/08
Serial No. 557807 filed 6/17/91
Mark: SOG

U.S. Trademark Application SN 74/467,303 filed 12/8/92
Mark: "COMBINE"
Status: Dead, Abandoned on 12/21/96

U.S. Trademark Registration 2,227,442 issued on 3/22/99
SN 75/324,627 filed 7/15/97
Mark: "E-CLIPS"
Status: Dead, Cancelled 12/10/05

U.S. Trademark Registration 1,766,550 issued 4/20/93
SN 74/194,160 filed 8/12/91
Mark: "EZ Knife"
Status: Dead, Cancelled 12/24/04

U.S. Trademark Application SN 78/887,158 filed 5/18/06
Mark: "GEEK" stylized
Status: Dead, Abandoned 5/21/08

U.S. Trademark Registration 2,202,672 issued 11/10/98
SN 75/305,259 filed on 6/9/97
Mark: "Jet Edge"
Status: Dead, Cancelled 8/13/05

U.S. Trademark Application SN 75/381,675 filed 10/30/97
Mark: "JetStream"
Status: Dead, Abandoned 9/2/99

U.S. Trademark Application SN 75/358,196 filed 9/16/97
Mark: "PowerLock"
Status: Dead, Abandoned 4/8/99

U.S. Trademark Application SN 75/194,458 filed 11/7/96
Mark: "SOG"
Status: Dead, Abandoned 10/29/2000

U.S. Trademark Application SN 75/711,187 filed 5/21/99
Mark: "SwitchTool"
Status: Dead, Abandoned 4/20/02

U.S. Trademark Registration 1,698,294 issued 6/30/92
SN 74/101,051 filed 9/27/90
Mark: "ToolClip"
Status: Dead, Cancelled 4/5/03

U.S. Trademark Application SN 75/061,070 filed 2/22/96
Mark: "ToolPlex"
Status: Dead, Abandoned 7/15/99

U.S. Trademark Application SN 75/219,720 filed 12/30/96
Mark: "Toolight"
Status: Dead, Expressly Abandoned 7/3/00

U.S. Trademark Application SN 75/010,304 filed 10/25/95
Mark: Switchplier"
Status: Abandoned 10/2/99

COMMON LAW MARKS

Access
Air-Sog
Blink
Duo
Field knife
Field pup
Flash
Government
MagnaDot
MicroDot
Night Vision
NW Ranger
Outline
Pentagon Elite
Pentagon
Recon Bowie
SAT
Scuba-Demo
Sculptura
SOG-tech
Sogwinder
Stingray
Tigershark
Tomcat
Twitch
Vino
Vision
x-42
Xray Vision

TRADEMARK APPLICATIONS (Pending-not filed)

Mark: "IKNIFE", HLF FILE NO. T316757TM
Mark: "FUSION", HLF FILE NO. T315625TM
Mark: "X-RAY VISION", HLF FILE NO T316133TM
Mark: "TOOL", HLF FILE NO. T316390TM

TRADEMARK SEARCHES (Pending)

Mark: "NIGHT KNIFE" HLF FILE NO. T317141TS
Mark: "BEAR HUG", HLF FILE NO. T317074TS
Mark: "VULCAN", HLF FILE NO. T316272TS
Mark: "LEV-R-LOCK/LEVER LOCK", HLF FILE NO. T316343TS