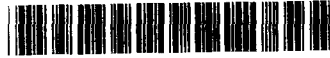


10 '6 '00



101494437

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):  
 C. F. Martin & Co., Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-Pennsylvania  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  
 yes     no

2. Name and address of receiving party(ies)  
 Name: Dreadnought, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 103 Foulk Road  
Suite 202  
 City: Wilmington State: DE Zip Code: 19803

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 yes     no

(Designations must be a separate document form assignment) addition name(s) & address(es) attached?  
 yes     no

3. Nature of Conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 1, 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)      B. Trademark Registration No.(s)  
See attached Schedule A      984980

Additional numbers attached:  yes     no

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

Name: Stanley B. Kita, Esquire  
Howson and Howson  
 Internal Address: \_\_\_\_\_  
 Street Address: Spring House Corporate Center,  
Box 457  
 City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:..... 19

7. Total fee (37 CFR 3.41).....\$ 490.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-3040  
 (Attach duplicate copy of this page if paying by deposit account)

Do not use this space

9. Statement and signature  
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stanley B. Kita      [Signature]      October 2, 2000  
 Name of Person Signing      Signature      Date

Total number of pages, including cover sheet, attachments, and document: 5

Mail documents to be recorded with required coversheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, DC 20231

10/10/2000 UTEN:1 030001: 130000  
01: FD:401  
02: FD:401  
RECORDS SECTION

**SCHEDULE A**

## Registered U.S. Trademarks

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
C.F. MARTIN & DESIGN	984,980	5/28/74
MARQUIS	991,993	8/27/74
DARCO	1,089,167	4/11/78
C.F. MARTIN & CO. Est. 1833	1,134,089	4/29/80
MARTIN	1,137,358	7/1/80
FUNKY	1,144,110	12/23/80
MARTIN ROUNDS	1,179,045	11/24/81
THE MARTIN GUITAR COMPANY	1,279,771	5/29/84
SHENANDOAH	1,284,231	7/3/84
THINLINE 332	1,295,794	9/18/84
STINGER	1,458,254	9/22/87
MARQUIS	1,514,540	11/29/88
AMERICA'S GUITAR	1,775,154	6/8/93
BACKPACKER	1,775,157	6/8/93
THINLINE	1,787,955	8/17/93
GOLDEN ERA	1,932,096	10/31/95
SP	2,149,167	4/7/98
SIGMA	2,253,222	6/15/99
ACTIVE JACK	2,284,255	10/5/99

# ASSIGNMENT OF TRADEMARKS

WHEREAS, C. F. Martin & Co., Inc., a Pennsylvania corporation, having its principal place of business at 510 Sycamore Street, Nazareth, Pennsylvania 18064 (hereinafter "ASSIGNOR"), is the owner of the entire right, title and interest, including goodwill, in and to the U.S. and foreign Trademarks and Registrations therefor set forth on Schedules A and B (hereinafter MARKS); and

WHEREAS, Dreadnought, Inc., a corporation organized and existing under and by virtue of the laws of Delaware, having its principal place of business at Suite 202, 103 Foulk Road, Wilmington, Delaware 19803, (hereinafter "ASSIGNEE") wishes to acquire ASSIGNOR's entire right, title and interest in and to the MARKS, and the goodwill symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE wish to state their intentions in an instrument suitable for recording;

NOW THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby sell, assign and transfer unto ASSIGNEE, ASSIGNOR'S entire right, title and interest in and to said MARKS, together with the entire goodwill of the business symbolized by the MARKS, and all registrations thereof, together with the right to prosecute and recover for any past infringements thereof.

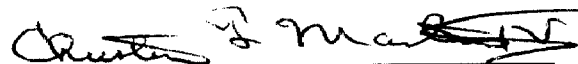
IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this ASSIGNMENT to be executed by their duly authorized officers effective as of July 1, 2000.

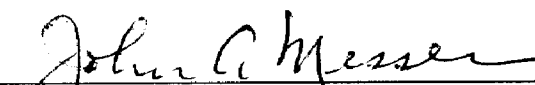
ASSIGNOR:

ASSIGNEE:

C. F. Martin & Co., Inc.

Dreadnought, Inc.

By:   
Christian F. Martin, IV  
President and Chairman of the Board

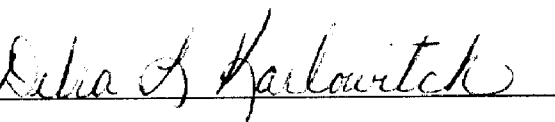
By:   
John A. Messer  
President


ATTEST:

ATTEST:

C. F. Martin & Co., Inc.

Dreadnought, Inc.

By:   
Secretary

By:   
Secretary

NOTARIAL CERTIFICATE

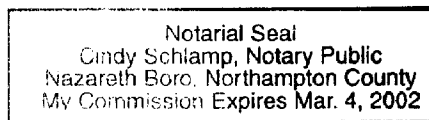
State of \_\_\_\_\_ :  
: SS.:  
County of \_\_\_\_\_ :

On this the 19<sup>th</sup> day of September, 2000, before me, a Notary Public, the undersigned officer, personally appeared Christian F. Martin, IV, President and Chairman of the Board of C. F. Martin & Co., Inc., and being known to me and signed before me the above Assignment.

(SEAL)

Cindy R. Schlamp  
Notary Public

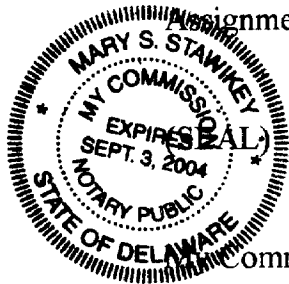
My Commission expires: \_\_\_\_\_



NOTARIAL CERTIFICATE

State of DELAWARE :  
: SS.:  
County of NEW CASTLE :

On this the 21<sup>st</sup> day of SEPTEMBER, 2000, before me, a Notary Public, the under signed officer, personally appeared John A. Messer, President of Dreadnought, Inc., and being known to me and signed before me the above Assignment.



Mary S. Stawkey  
Notary Public

My Commission expires: 9/3/04