

05-06-2002

MAR 27

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



102079467

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

BMG FLASHLIGHTS LLC

3-27-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Connecticut Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: HIPWELL HOLDING CORPORATION

Internal Address: d/b/a HIPWELL MANUFACTURING COMPANY

Street Address: 831 W. North Avenue

City: Pittsburgh State: PA Zip: 15233

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of Pennsylvania Other

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) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 14, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 613,488 1,011,429 1,159,010 1,500,442

Additional number(s) attached Yes No

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

Name: James R. Frederick

Internal Address:

Ware, Fressola, Van Der Sluys & Adolphson LLP

Street Address: 755 Main Street, Bradford

Green, Building Five, P.O. Box 224

City: Monroe State: CT Zip: 06468

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41): \$ 160.00

- Enclosed - Check No. 18866 Deficiencies only Authorized to be charged to deposit account

8. Deposit account number

23-0442

(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 true copy of the original document.

James R. Frederick

Name of Person Signing

Signature

Date: March 27, 2002

Reg. No. 25,865

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/03/2002 DRYRNE 00000075 613468 01 FC:481 02 FC:482

40.00 OP 75.00 OP

TRADEMARK

REEL: 002498 FRAME: 0309

05/03/2002 08092190 445.00 BR 00000075 613468 Name/Number: 513468 FC: 704

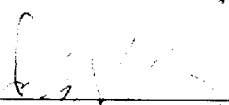
ASSIGNMENT OF MARKS AND REGISTRATIONS

WHEREAS, BMG Flashlights LLC ("Assignor"), a Connecticut limited liability company with a business address of 2366 Main Street, Stratford, Connecticut 06615, has adopted and used the Marks set forth on the attached Appendix A ("said Marks") in connection with flashlights and has registered said Marks in the United States Patent and Trademark Office under the U.S. Registrations also set forth on the attached Appendix A; and

WHEREAS, Hipwell Holding Corporation d/b/a Hipwell Manufacturing Company("Assignee"), a Pennsylvania corporation with a business address of 831 W. North Avenue, Pittsburgh, Pennsylvania 15233-1689, is desirous of acquiring said Marks and the U.S. Registrations thereof.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee all of its right, title and interest in and to said Marks, together with the goodwill of the business symbolized by said Marks, and the U.S. Registrations thereof.

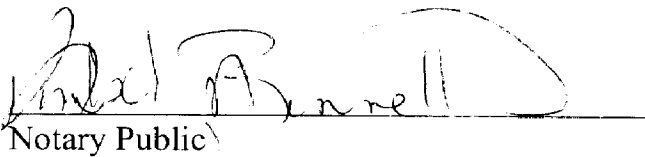
BMG FLASHLIGHTS LLC



John H. Carney
Its Chief Financial Officer

New Hampshire
State of ~~Connecticut~~)
) : ss.
County of *(Cheshire)*)

On this 14 day of December, 2001, before me appeared John H. Carney, the person who signed this instrument, who acknowledged that he signed it as an authorized officer on behalf of BMG Flashlights LLC.


Notary Public

KIMBERLY A. BONNETTE, Notary Public
My Commission Expires December 17, 2002

APPENDIX A

Registered Trademarks

Mark: POWER BEAM
U.S. Registration: 613,488
Registered: October 4, 1955
Renewed: October 4, 1995

Mark: PIXILITE
U.S. Registration: 1,011,429
Registered: May 27, 1975
Renewed: May 27, 1995

Mark: BRUTE
U.S. Registration: 1,159,010
Registered: June 30, 1981
Renewed: June 30, 2001

Mark: ULTRA BRUTE
U.S. Registration: 1,500,442
Registered: August 16, 1988

BPRT/40100.1/NADH/410668v1