



01-12-2004



102643055

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

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): BOAT AMERICA CORPORATION

1.7.04

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12-22-03

2. Name and address of receiving party(ies)

Name: BANK OF AMERICA, N.A.

Internal Address: MD9-978-04-01

Street Address: 1101 Wootten Parkway

City: Rockville State: MD Zip: 28052

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

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

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

A. Trademark Application No.(s) None

B. Trademark Registration No.(s) See EXHIBIT A attached hereto.

Additional number(s) attached Yes No

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

Name: Kimberly B. Saltrick, Paralegal

Internal Address:

HELMS MULLISS & WICKER, PLLC

Street Address: 201 North Tryon Street

City: Charlotte State: NC Zip: 28202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

R. Christian Brose, Esq.

Name of Person Signing

Signature

01-06-04

Date

01/09/2004

DBYRNE 00000127 1350983

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

40.00 OP documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231 125.00 OP

EXHIBIT A
To Recordation Form Cover sheet
TRADEMARKS

Trademarks

<u>Trademark Registration Number</u>	<u>Description of Trademark</u>	<u>Date of Registration</u>
1350983	BOAT AMERICA CORPORATION	07-23-85
2054734	SEAWORTHY	04-22-97
1938298	VESSEL ASSIST	11-28-95
1651048	VAAA VESSEL ASSIST ASSOCIATION OF AMERICA, INC. NSEW	07-16-91
2251328	COPPERCOAT	06-08-99
1758784	VESSEL ASSIST	03-16-93

Trademark Applications

<u>Trademark Application Serial Number</u>	<u>Description of Trademark</u>	<u>Date of Filing</u>
	<i>None.</i>	

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

U.S. Department of Commerce
U.S. Patent and Trademark Office

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below to BANK OF AMERICA, N.A. (the "Lender"), pursuant to a Security Agreement, dated as of December 22, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), made by Boat America Corporation, a Virginia corporation and certain of its subsidiaries in favor of the Lender.

Trademarks

Trademark Registration Number	Description of Trademark	Date of Registration
1350983	BOAT AMERICA CORPORATION	07-23-85
2054734	SEAWORTHY	04-22-97
1938298	VESSEL ASSIST	11-28-95
1651048	VAAA VESSEL ASSIST ASSOCIATION OF AMERICA, INC. NSEW	07-16-91
2251328	COPPERCOAT	06-08-99
1758784	VESSEL ASSIST	03-16-93

Trademark Applications

Trademark Application Serial Number	Description of Trademark	Date of Filing
<i>None.</i>		

The Secured Party's security interest in the described trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

BOAT AMERICA CORPORATION

By: Felix J. Pompani
Name: Felix J. Pompani
Title: Senior Vice President + CFO



HELMS MULLISS WICKER

Helms Mulliss & Wicker, PLLC Attorneys at Law
Charlotte Raleigh Wilmington www.hmw.com

Kimberly Bedell Saltrick
704.343.2278
Fax 704.444.8847
kimberly.saltrick@hmw.com



201 North Tryon Street
Charlotte, NC 28202
P.O. Box 31247 (28231)
704.343.2000
f704.343.2300

January 6, 2004

VIA FEDERAL EXPRESS

U.S. Department of Commerce
U.S. Patent and Trademark Office
Box Assignments
Washington, DC 20231

Re: Trademark Filing

Ladies and Gentlemen:

Enclosed herewith for recordation with your office is a Conveyance of Security Interest in Trademarks by Boat America Corporation to Bank of America, N.A. We have also enclosed a check in the amount of \$165.00 for filing fees. The recorded documents should be returned to:

Kimberly B. Saltrick, Paralegal
Helms Mulliss & Wicker, PLLC
201 North Tryon Street
Charlotte, North Carolina 28202

Please acknowledge receipt of this letter and its enclosures by executing the Receipt Copy attached hereto and returning it to us in the envelope provided. If you have any questions or require additional information, please contact us. We appreciate your assistance.

Sincerely yours,

HELMS MULLISS & WICKER, PLLC

Kimberly Bedell Saltrick, Paralegal

Enclosure