

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
Folger Adam Security, Inc.		08/09/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Southern Folger Detention Equipment Company
Street Address:	P. O. Box 9
City:	Greeley
State/Country:	COLORADO
Postal Code:	80632
Entity Type:	LIMITED PARTNERSHIP: COLORADO

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	78458319	FOLGER ADAM
Serial Number:	78458267	FA
Registration Number:	1000943	ADAM
Registration Number:	1168032	FA
Registration Number:	2252748	FA
Registration Number:	2252746	FA
Registration Number:	2306882	FA
Registration Number:	2251019	FA
Registration Number:	1012069	FOLGER ADAM
Registration Number:	2221422	FOLGER ADAM
Registration Number:	2327623	FOLGER ADAM
Registration Number:	2222488	FOLGER ADAM
Registration Number:	2266274	FOLGER ADAM
Registration Number:	1582227	MAXI-MOGUL

OP \$440.00 78458319

Registration Number:	2227858	MAXI-MOGUL
Registration Number:	2760943	WILLIAM BAYLEY
Registration Number:	2262304	LEVERTRAK

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8078
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

NAME OF SUBMITTER:	Arlene D. Hanks
Signature:	/Arlene D. Hanks/
Date:	01/19/2005

Total Attachments: 8
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), dated as of August 9, 2004, is made by and between Folger Adam Security, Inc. ("FA"), a Delaware corporation, and Southern Folger Detention Equipment Company ("Assignee"), a Colorado limited partnership.

FA has adopted, is using, and owns the marks, names, logos and phrases set forth in Schedule A (collectively, the "Marks").

Assignee desires to acquire the Marks and the goodwill of the business associated therewith and all registrations and applications therefor.

1. **Assignment.** For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FA hereby irrevocably assigns and transfers to Assignee all right, title and interest in, to, and under the Marks (and any translations of the Marks) and the goodwill of the business symbolized thereby and associated therewith (including the entire business portion thereof to which the Marks pertain as required by 15 U.S.C. § 1060 with respect to the Marks that are the subject of intent to use applications in the United States), and all registrations of and applications to register the Marks both in the United States and in other applicable countries for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors and assigns, together with all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for damages, and collect the same for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors and assigns.

2. **Further Assurances.** FA, at Assignee's expense, agrees to execute, acknowledge and deliver assignments of the Marks and all applications and registrations therefore on appropriate forms to satisfy applicable statutory and regulatory requirements. Such assignments will be on forms as may be prescribed by the applicable agency or authority or, in the absence of any requirements, as may be appropriate under the circumstances. FA, at Assignee's expense, agrees to take all other action as may be necessary, advisable and appropriate to implement, register, perfect or otherwise notify all appropriate governmental agencies and authorities of the assignment contained in this Assignment.

3. **Cooperation and Assistance.** FA will provide Assignee cooperation and assistance at Assignee's expense (including the execution and delivery of any and all affidavits, declarations, oaths, powers of attorney, specimens or other documentation as may be reasonably required): (a) in the preparation and prosecution of any applications for registration or any applications for renewal of registrations covering the Marks; and (b) in the prosecution or defense of any oppositions, interferences, infringement suits, or other proceedings that may arise in connection with any of the Marks, including, but not limited to, testifying as to any facts relating to the Marks assigned in this Assignment.

4. **Severability.** If any provision of this Assignment is found invalid or unenforceable, in whole or in part, the remaining provisions and partially enforceable provisions will, nevertheless, be binding and enforceable.

5. **Binding Effect.** The provisions hereof shall inure to the benefit of, and be binding upon, the successors, assigns, heirs, executors and administrators of the parties hereto.

The undersigned have executed this Assignment as of the date set forth above.

FOLGER ADAM SECURITY, INC., a Delaware corporation

By: Jeffrey D. Mereschuk
Name: Jeffrey D. Mereschuk
Title: Secretary

UNITED STATES REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
ADAM	1,000,943	1/7/1975
FA (Stylized)	1,168,032	9/8/1981
FA (Stylized)	2,252,748	6/15/1999
FA (Stylized)	2,252,746	6/15/1999
FA (Stylized)	2,306,882	1/11/2000
FA (Stylized)	2,251,019	6/8/1999
FOLGER ADAM	1,012,069	6/3/1975
FOLGER ADAM	2,221,422	2/2/1999
FOLGER ADAM	2,327,623	3/14/2000
FOLGER ADAM	2,222,488	2/9/1999
FOLGER ADAM	2,266,274	8/3/1999
LEVERTRAK	2,262,304	7/20/1999
MAXI-MOGUL	1,582,227	2/13/1990
MAXI-MOGUL	2,227,858	3/2/1999
WILLIAM BAYLEY	2,760,942	9/9/2003

UNITED STATES APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	78,458,314	7/28/2004
FA (Stylized)	78,458,267	7/28/2004

CANADA REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
ADAM	TMA234,070	6/29/1979
FA (Stylized)	TMA524,245	3/3/2000
FOLGER ADAM	TMA234,071	6/29/1979
FOLGER ADAM	TMA533,155	9/21/2000
MAXI-MOGUL	TMA508,616	2/26/1999
SIGMA VI	475,738	5/5/1997

CANADA APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	[Application No. to be provided]	7/29/2004
FA (Stylized)	[Application No. to be provided]	7/29/2004

EUROPEAN UNION REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
FA (Stylized)	745,281	5/25/1999
FA (Stylized)	620,344	5/10/1999
FOLGER ADAM	625,400	5/10/1999
MAXI-MOGUL	713,875	5/10/1999

EUROPEAN UNION APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	CE20040512	8/2/2004
FA (Stylized)	CE20040513	8/2/2004

MEXICO REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
FA (Stylized)	572,930	3/26/1998
FA (Stylized)	571,265	2/27/1998
FA (Stylized)	572,931	3/26/1998
FA (Stylized)	606,349	4/19/1999
FOLGER ADAM	611,079	5/27/1999
FOLGER ADAM	601,380	2/24/1999
FOLGER ADAM	601,379	2/24/1999
FOLGER ADAM	601,381	2/24/1999
MAXI-MOGUL	579,211	6/26/1998
SIGMA VI	511,253	11/28/1995

MEXICO APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	669,722	7/31/2004
FA (Stylized)	669,469	7/31/2004

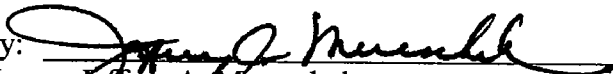
AMENDMENT TO TRADEMARK ASSIGNMENT

This Amendment to the Trademark Assignment ("**Amendment**"), dated as of January 18th, 2005, is made by and between Folger Adam Security, Inc. ("**FA**"), a Delaware corporation, and Southern Folger Detention Equipment Company ("**Assignee**"), a Colorado limited partnership, and amends the Trademark Assignment entered into by and between the parties as of August 9, 2004 ("**Trademark Assignment**").

1. **Amendment.** The parties now wish to amend and restate Schedule A of the Trademark Assignment in its entirety to correct errors in the registration and application numbers and the filing dates identifying certain marks listed in the Schedule. Therefore, the parties amend and restate Schedule A in its entirety with the Schedule A attached to this Amendment.
2. **Reaffirmation.** The parties hereby reaffirm their acknowledgements, agreements and obligations under the Trademark Assignment.
3. **No Other Amendments.** Except as set forth in this Amendment, the Trademark Assignment has not been modified and remains in full force and effect.
4. **Counterparts.** This Amendment may be executed in counterparts, each of which will be considered an original, but all of which together will constitute one and the same instrument.

The undersigned have executed this Amendment as of the date set forth above.

FOLGER ADAM SECURITY, INC., a Delaware corporation

By: 
Name: Jeffrey A. Mereschuk
Title: Secretary

SOUTHERN FOLGER DETENTION EQUIPMENT COMPANY, a Colorado limited partnership

BY: PHELPS-TOINTON, INC., a Delaware corporation, as General Partner

By: _____
Name: Travis W. Gillmore
Title: Vice President

This Amendment to the Trademark Assignment ("Amendment"), dated as of January 18th, 2005, is made by and between Folger Adam Security, Inc. ("FA"), a Delaware corporation, and Southern Folger Detention Equipment Company ("Assignee"), a Colorado limited partnership, and amends the Trademark Assignment entered into by and between the parties as of August 9, 2004 ("Trademark Assignment").

1. **Amendment.** The parties now wish to amend and restate Schedule A of the Trademark Assignment in its entirety to correct errors in the registration and application numbers and the filing dates identifying certain marks listed in the Schedule. Therefore, the parties amend and restate Schedule A in its entirety with the Schedule A attached to this Amendment.

2. **Reaffirmation.** The parties hereby reaffirm their acknowledgements, agreements and obligations under the Trademark Assignment.

3. **No Other Amendments.** Except as set forth in this Amendment, the Trademark Assignment has not been modified and remains in full force and effect.

4. **Counterparts.** This Amendment may be executed in counterparts, each of which will be considered an original, but all of which together will constitute one and the same instrument.

The undersigned have executed this Amendment as of the date set forth above.

FOLGER ADAM SECURITY, INC., a Delaware corporation

By: _____
Name: Jeffrey A. Mereschuk
Title: Secretary

SOUTHERN FOLGER DETENTION EQUIPMENT COMPANY, a Colorado limited partnership

BY: PHELPS-TOINTON, INC., a Delaware corporation, as General Partner

By: Travis W. Gillmore
Name: Travis W. Gillmore
Title: Vice President

SCHEDULE A
MARKS

UNITED STATES REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
ADAM	1,000,943	1/7/1975
FA (Stylized)	1,168,032	9/8/1981
FA (Stylized)	2,252,748	6/15/1999
FA (Stylized)	2,252,746	6/15/1999
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MAXI-MOGUL	2,227,858	3/2/1999
WILLIAM BAYLEY	2,760,943	9/9/2003

UNITED STATES APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	78,458,319	7/28/2004
FA (Stylized)	78,458,267	7/28/2004

CANADA REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
ADAM	TMA234,070	6/29/1979
FA (Stylized)	TMA524,245	3/3/2000
FOLGER ADAM	TMA234,071	6/29/1979
FOLGER ADAM	TMA533,155	9/21/2000
MAXI-MOGUL	TMA508,616	2/26/1999
SIGMA VI	475,738	5/5/1997

CANADA APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	1,225,696	7/30/2004
FA (Stylized)	1,225,695	7/30/2004

EUROPEAN UNION REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
FA (Stylized)	745,281	5/25/1999
FA (Stylized)	620,344	5/10/1999
FOLGER ADAM	625,400	5/10/1999
MAXI-MOGUL	713,875	5/10/1999

EUROPEAN UNION APPLICATIONS

MARK	APPLICATION #	FILING DATE
FOLGER ADAM	003971165	8/2/2004
FA (Stylized)	003971141	8/2/2004

MEXICO REGISTRATIONS

MARK	REGISTRATION #	REGISTRATION DATE
FA (Stylized)	572,930	3/26/1998
FA (Stylized)	571,265	2/27/1998
FA (Stylized)	572,931	3/26/1998
FA (Stylized)	606,349	4/19/1999
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FOLGER ADAM	601,381	2/24/1999
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SIGMA VI	511,253	11/28/1995

MEXICO APPLICATIONS

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FA (Stylized)	669,469	7/31/2004