

11-17-2005

Docket No.:

TRADEMARK



ONLY

17813-00001

Tab settings

103120931

To the Director of the United States Patent and Trademark Office, Washington, DC 20503, for recording original documents or copy thereof.

1. Name of conveying party(ies):

Bedford Acquisition Corporation

11-14-05

- Individual(s)
- General Partnership
- Corporation-State Toronto, Canada
- Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Compass Outdoor Products, Inc.

Internal Address:

Street Address: 11 Jytek Park

City: Leominster State: MA ZIP: 01453

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 12, 2005

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

A. Trademark / Service Mark Application No.(s)

B. Trademark / Service Mark Registration No.(s)

2,768,995	2,731,614
2,485,171	2,761,327
2,716,488	2,401,014

Additional numbers Yes No

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

Name: Brian M. Dingman, Esq.

Internal Address: Mirick, O'Connell, DeMallie & Lougee

Street Address: 1700 West Park Drive

11/16/2005 ECDOPER 00000037 2768995

01 FC: 8521
02 FC: 8522

40.00 OP
125.00 OP
City: Westborough State: MA ZIP: 01581

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

6

7. Total fee (37 CFR 3.41):.....\$ \$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1582

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.

Brian M. Dingman

Name of Person Signing

Signature

November 9, 2005

Date

Total number of pages including cover sheet, attachments, and

7

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003254 FRAME: 0592

FINANCE SECTION
NOV 14 AM 7:19

REEL: 003254
FRAME: 0592
FC: 9204

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Bedford Acquisition Corp. ("Assignor"), an Ontario corporation with its principal place of business at 2 St. Clair Avenue W., Ste. 1002, Toronto, Canada, is the owner of record at the United States Patent & Trademark Office or the Canadian Intellectual Property Office of the trademark registrations set forth in the attached Exhibit and incorporated herein by reference;

WHEREAS Assignor has common law rights in the marks that are the subject of this assignment and as shown in the attached Exhibit;

WHEREAS, Compass Outdoor Products, Inc. ("Assignee"), a Massachusetts corporation with its principal place of business at 11 Jytek Park, Leominster, Massachusetts 01453, is desirous of acquiring said common law rights, registrations and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in the attached Exhibit together with that portion of its business relating to the marks and the goodwill appurtenant thereto.

Assignor agrees to execute and deliver, at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all right, title, and interest in and to the Mark to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the assignment, to the extent such evidence is in

the possession or control of Assignor.

Signed this 12 day of JULY, 2005.

Bedford Acquisition Corp.

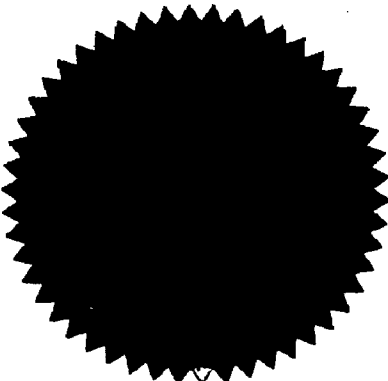
By [Signature]
Name: Ronald Haas
Title: PRESIDENT

STATE OF Ontario)
COUNTY OF Quadrant) ss.

On the 12 day of July, 2005, before me personally appeared John Haas, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the President of Bedford Acquisition Corp., the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

[Signature]
NOTARY PUBLIC in and for the State of Ontario, residing at Toronto
My Appointment Expires: n/a



Acceptance of Assignment

Compass Outdoor Products, Inc., the Assignee above, does hereby accept the assignment of the trademarks .

Signed this ____ day of _____, 2005.

Compass Outdoor Products, Inc

By: _____

Name: _____

Title: _____

STATE OF)

) ss.

COUNTY OF)

On the ____ day of _____, 200__, before me personally appeared _____, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the _____ of _____, the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

NOTARY PUBLIC in and for the State of

_____, residing at _____

My Appointment Expires: _____

EXHIBIT 1

TRADEMARK REGISTRATIONS

Bedford Acquisition Corp. to Compass Outdoor Products

Trademark	Registration No.	Country	Registration Date
(A)SE	2,768,995	USA	09/30/03
BLUE ICE	2,731,614	USA	07/01/03
FACTOR X (OR X FACTOR)	2,485,171	USA	09/04/01
HYDROSTABILIZER	2,761,327	USA	09/09/03
INSTA-LOCK	2,716,488	USA	05/13/03
OUTTALINE EXTREME SPORTS	2,401,014	USA	10/31/00
INSTA-LOCK	595552	Canada	11/24/03