

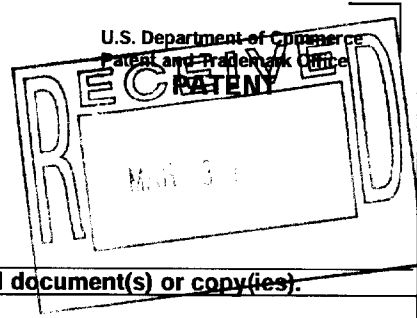
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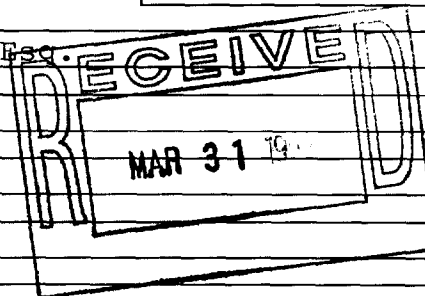
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Fee Amount for Properties Listed (37 CFR 3.41): \$

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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. Charges to deposit account are authorized, as indicated herein.

Thomas P. White

3/30/99

Name of Person Signing

Signature

Date

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ASSIGNMENT OF ISSUED PATENT

Assignment made as of March 15, 1999, by Darrin Downey of Syracuse, New York ("Assignor") to Downey Products, Inc., a North Carolina corporation ("Assignee").

WHEREAS, Assignor is the sole owner of a United States patent, having **U.S. Patent No. 5,522,635**, entitled "Tonneau Cover and Frame for Pick-Up Trucks," filed on May 5, 1995 and issued on June 4, 1996 (the "Patent"), which is attached hereto as Exhibit A; and

WHEREAS, Assignee desires to acquire the entire interest in the Patent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in the Patent to be held and enjoyed by Assignee, its successors, and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment and sale not been made, including rights which Assignor now or may in the future own, and all patent rights in any continuation, division, renewal, substitute or reissue of the Patent, and all foreign patent rights derived from the Patent including the right to claim International Convention priority.

Assignor represents and warrants that:

- (a) Assignor is the sole owner of this Patent by virtue of being the sole inventor and having never assigned the Patent to any party;
- (b) The Patent is in full force and effect as of the date of this Assignment;
- (c) No assignment, sale, agreement or encumbrance has been or will be made or entered into by Assignor which would conflict with this assignment and sale; and
- (d) Assignor will, upon Assignee's request, promptly provide to Assignee all pertinent facts and documents relating to the Patent as may be known and accessible to Assignor,

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and Assignor will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to Assignee or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain and enforce the Patent which may be necessary or desirable to carry out the purposes hereof.

Darrin Downey (Assignor)


(sign)

State of North Carolina)
)SS:
County of Mecklenburg)

I hereby certify that Darrin Downey before me personally appeared and acknowledged that the foregoing Assignment was duly signed, sealed and delivered by him as his free and voluntary act on this 15th day of March, 1999.

(Notarial Seal)



Notary Public
My commission expires: 9/1/2001

EXHIBIT A

[see attached copy of U.S. patent No. 5,522,635]