

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): Eclipse, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Recorded Assignment

Execution Date:

2. Name and address of receiving party(ies)

Name: Eclipse Manufacturing Corporation

Internal Address:

Street Address: 19 Court Street, Suite 17R

City: Plymouth State: MA Zip: 02360

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,172,622

Additional number(s) attached Yes No

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

Name: Lisa M. DuRoss

Internal Address: Harness, Dickey & Pierce, P.L.

Street Address: P.O. Box 828

City: Bloomfield Hills, MI Zip: 48303

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 08-0750

DO NOT USE THIS SPACE

9. Signature.

Lisa M. DuRoss Name of Person Signing

Lisa M. DuRoss Signature

11-16-2004 Date

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

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

CH \$40.00 080750 2172622

**BILL OF SALE WITH WARRANTY OF TITLE  
AND ASSIGNMENT OF INTANGIBLES**

WHEREAS, Eclipse, Inc., a Michigan corporation, ("Seller") is the owner of a certain business located at 8901 Whittaker Road, Ypsilanti, Michigan (the "Business"); and

WHEREAS, Seller on the 17<sup>th</sup> day of November, 2003, entered into an Asset Purchase Agreement (the "Agreement") to sell certain of the assets of the Business to Eclipse Manufacturing Corporation, a Massachusetts corporation (hereinafter "Purchaser");

NOW, THEREFORE:

**Bill of Sale**

1. In consideration of the faithful performance of the Agreement by Purchaser and the payment and delivery to Seller of all the moneys specified in the Agreement to be paid and delivered to Seller by Purchaser, receipt of which is acknowledged by Seller, Seller hereby sells, assigns, conveys, and transfers to Purchaser, all of Seller's right, title and interest in and to all of Seller's tangible and intangible properties and assets as fully set forth in Exhibit A to the Agreement, to have and to hold the same unto Purchaser.

**Warranty of Title**

2. Seller covenants and warrants that title to the property described in this Bill of Sale is clear and unencumbered, unless otherwise identified, that the Grantor has good right to sell the same as aforesaid, that Seller has the power and authority to transfer and assign same, and agrees to defend that title as vested, by reason of this sale, in Purchaser against any and all claims whatsoever.

**Further Acts**

3. Seller hereby covenants that Seller will do such further acts and execute and deliver all such transfers, assignments, conveyances, powers of attorney, and assurances requested by Purchaser from time to time, for better conveying and confirming unto Purchaser the entire right, title, and interest of Seller in and to the assets hereby sold, conveyed, and assigned to Purchaser.

Executed on this 17<sup>th</sup> day of November, 2003, at Ypsilanti, Michigan.

Seller: Eclipse, Inc.

Purchaser: Eclipse Manufacturing Corporation

By: Joseph P. Connor  
Joseph O'Connor  
As: President

By: DENNIS DEAN  
DENNIS DEAN  
As: PRE  
Robert D. Pemble  
ROBERT D. PEMBLE

## EXHIBIT A

### ASSET LISTING

to the ASSET PURCHASE AGREEMENT (the "Agreement") entered into by and between Eclipse, Inc. and Eclipse ~~Products~~ Corporation.

By this reference this exhibit is incorporated fully into the Agreement as if fully rewritten therein.

#### Assets:

1. All remaining inventory as fully set forth in a letter dated September 10, 2003, attached hereto and incorporated herein;
2. All intellectual property;
3. Goodwill;
4. Brand name "Eclipse";
5. All logos and artwork of the company;
6. Trademark "Eclipse" as registered with the United States Patent and Trademark Office, Registration Number 2172622;
7. Website design.