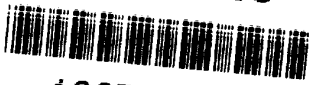


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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings →

To the Honorable Commissioner of Patents and Trademarks

See attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Standard Tools Acquisition Company,  
 now known as Standard Tools and  
 Equipment Co.

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

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

2. Name and address of receiving party(ies):  
 Name: The Provident Bank, as Agent  
 Internal Address: \_\_\_\_\_  
 Street Address: One East Fourth Street  
 City: Cincinnati State: OH ZIP: 45202

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Ohio 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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: \_\_\_\_\_

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 74-384-362, filed 4-19-93  
 73-381-421, filed 4-19-93

B. Trademark registration No.(s)  
 1,181,361, registered 1-25-94

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Michael F. Bigler  
 Internal Address: 1800 Provident Tower  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: One East Fourth Street  
 \_\_\_\_\_  
 City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: ..... 3

7. Total fee (37 CFR 3.41):..... \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 8888888888  
 (Attach duplicate copy of this page if paying by deposit account)

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.*

Michael F. Bigler  
 Name of Person Signing

Signature

TRADEMARK  
 1726 FRAME  
 Date: 6-7-98  
 Total number of pages comprising cover sheet: \_\_\_\_\_



EXHIBIT "A"

**Trademarks**

<b><u>Trademark</u></b>	<b><u>Serial No. or Registration No.</u></b>	<b><u>Filing Date or Registration Date</u></b>
<b>I. Registered Trademarks</b>		
Star-Rack	1,181,361	1/25/94
<b>II. Trademark Applications</b>		
TOOLS USA	74-384-362	4-19-93
TOOLS USA with stylized flag and star	73-381-421	4-19-93

## ASSIGNMENT OF TRADEMARKS

WHEREAS, STANDARD TOOLS ACQUISITION CORP., a Delaware corporation, with its chief executive office at 1316-1318 Headquarters Drive, Greensboro, North Carolina 27405, ("Assignor"), has acquired, adopted and used, and is using, the trademarks listed on Exhibit "A" attached hereto and made a part hereof (the "Trademarks"); and

WHEREAS, Assignor and THE PROVIDENT BANK, as Agent, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202 ("Assignee"), have entered into that certain Credit Agreement among Standard Tools Holding Corporation, Assignor, and Assignee as agent for various Lenders listed on Schedule 1 attached to the Credit Agreement dated of even date herewith (the "Credit Agreement"), by which Assignee has acquired security interests in the Trademarks and the applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, does hereby grant, transfer, assign and convey a security interest to Assignee in all rights, titles and interests in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and in the registrations or applications for registration thereof.

Assignor further covenants and warrants to Assignee:

(a) that Assignor is the sole and exclusive owner of the Trademarks and all rights comprised in the Trademarks and has the full authority to make this assignment;

(b) that the Trademarks have not heretofore been pledged, hypothecated or otherwise encumbered, except such encumbrances as have been released on or before the date hereof, and are in all aspects free and clear of any encumbrances;

(c) that, to the knowledge of Assignor, the validity of the Trademarks has never been questioned; and


(d) that Assignor has not entered into any contract or made any commitment that will or could reasonably be expected to materially impair Assignee's rights hereunder.

*[Rest of page intentionally left blank. Signature page follows.]*

THIS ASSIGNMENT OF TRADEMARKS SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF OHIO AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF OHIO, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

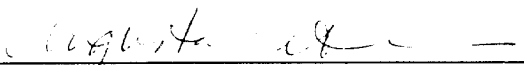
IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademarks as of this 15th day of October, 1996.

STANDARD TOOLS ACQUISITION CORP.

By:   
Name: P. JEFFREY LECK  
Its: PRESIDENT

STATE OF NEW YORK        )  
  ): SS  
COUNTY OF NEW YORK    )

On this 15th day of October, 1996, before me personally appeared P. JEFFREY LECK, the PRESIDENT of the corporation, who signed this instrument and acknowledged that he signed it as a free act on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

AUGUSTA PETERSON  
NOTARY PUBLIC, State of New York  
No. 0124999442  
Qualified in Queens County  
Commission Expires July 20, 1998