

09-08-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100823774

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

1. Name of Party(ies) conveying an interest: BW/IP International, Inc.		2. Name and Address of Party(ies) receiving an interest: E-Systems, Inc. 501 S. Jupiter Road Garland, TX 75042	
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Association	<input type="checkbox"/> Individual	<input type="checkbox"/> Association
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input checked="" type="checkbox"/> Corporation		<input checked="" type="checkbox"/> Corporation	
<input type="checkbox"/> Other		<input type="checkbox"/> Other	
		<input type="checkbox"/> Citizenship	

3. Interest Conveyed:	If not domiciled in the United States, a domestic representative designation is attached:
<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Yes
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> No
<input type="checkbox"/> Other	
<input type="checkbox"/> Change of Name	
<input type="checkbox"/> Merger	

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Execution/Effective Date: August 24, 1998

4. Application number(s) or registration number(s). Additional sheet attached?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
A. Trademark Application No.(s)	B. Trademark Registration No.(s) 1,753,612	

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Harold E. Meier, Esq. Baker & Botts, L.L.P. Street Address: 2001 Ross Avenue City: Dallas State: Texas Zip: 74201	6. Number of applications and registrations involved: 1
	7. Amount of fee enclosed or authorized to be charged: \$40.00
	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

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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.

Harold E. Meier  Aug. 26, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet 4

OMB No. 0651-0011 (exp.4/94)
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Mail documents to be recorded with required cover sheet information:
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Box Assignments
Washington, D.C. 20231
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

**NUNC PRO TUNC
TRADEMARK ASSIGNMENT**

WHEREAS, BW/IP International, Inc., a Delaware Corporation, having an address of 200 Oceangate, Suite 900, Long Beach, California 90802 (hereinafter "Assignor"), was the owner of all right, title and interest in and to U.S. trademark Registration No. 1,753,612 covering the mark "ATCHLEY CONTROLS" (hereinafter the "Mark"); and

WHEREAS, E-Systems, Inc., a Delaware Corporation, having an address of 501 S. Jupiter Road, Garland, Texas 75042 (hereinafter "Assignee"), did acquire all right, title and interest in and to the Mark as a result of an agreement between the parties;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign, transfer, and set over nunc pro tunc to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark throughout the world;

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Mark throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

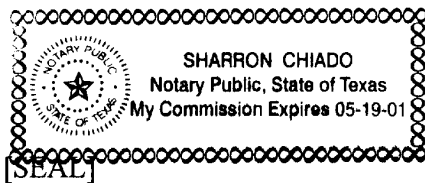
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STATE OF TEXAS)
)
COUNTY OF Dallas) SS.:

Before me, a Notary Public, on this day personally appeared Michael C. Eberhardt, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said E-Systems, Inc. and that he has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 24th day of August, 1998.



Sharron Chiado
Notary Public in and for the State of Texas

Sharron Chiado
Printed Name of Notary

My Commission Expires: 05-19-01

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