

08-26-1998



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FORM PTO-1596
1-31-92

COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No.: 50197-012

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereto:

1. Name of Conveying Party(ies): Trace Engineering Company, a Washington corporation Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes	2. Name and address of receiving party(ies): Name: Trace Holdings, LLC Internal Address: _____ Street Address: 5916 195 th Street NE City: Arlington State/Country WA ZIP: 98223 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes
3. Nature of Conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: July 28, 1998	

4. Application number(s) or trademark number(s):
 If the document is being filed together with a new application, the execution date of the application is: _____

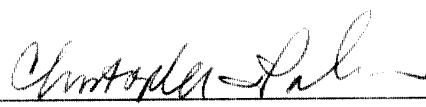
A. Trademark Application No(s). Application No. 75/046,358 filed January 22, 1996	B. Trademark No(s). Registration No. 1,727,302 registered October 27, 1992
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Additional numbers attached? Yes

5. Name and address of party to whom correspondence concerning document should be mailed: Name: McDERMOTT, WILL & EMERY Internal Address: Attn: Christopher J. Palermo Street Address: 99 Canal Center Plaza, Suite 300 City: Alexandria State: VA Zip: 22314	6. Total number of applications and trademarks involved: 2 7. Total fee (37 CFR 3.41) \$80.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 50-0385
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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.

Christopher J. Palermo, Reg. No. P42,056  August 14, 1998

Name and Registration No. of Person Signing	Signature	Date

Total number of pages comprising cover sheet: 1

CMB No. 0851-0011 (exp. 4/94)

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, DC 20231

on 8-14-98 by Kim [Signature] TRADEMARK REGISTRATION NO. 1779 TRADEMARK: 0013

MRD 8-14-98

08/24/1998 TTDN11 00000041 500385 1727302
08 FE1402 23.00 CH

SCHEDULE OF TRADEMARKS

Marks Used

TRACE ENGINEERING
TRACE ENGINEERING COMPANY
TRACE ENGINEERING THE POWER COMPANY
TRACE INTERNATIONAL

UNITED STATES REGISTRATION

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TRACE ENGINEERING	1,727,302	October 27, 1992

UNITED STATES APPLICATION

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
TRACE INTERNATIONAL	75/046,358	January 22, 1996

FOREIGN APPLICATIONS

<u>Country</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
Canada	TRACE INTERNATIONAL	815,829	June 20, 1996
CTM	TRACE INTERNATIONAL	325,001	July 22, 1996

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT, dated the 28th day of July, 1998.

WHEREAS, Trace Engineering Company (hereinafter referred to as ASSIGNOR), a Washington corporation, is the owner of common law rights in trademarks acquired by use of such trademarks, a United States "intent to use" application for trademark registration for which an allegation of use under 15 U.S.C. §§ 1051(c) or 1051(d) has not yet been filed, a United States trademark registration, and foreign applications for trademark registration, all as set forth in the SCHEDULE OF TRADEMARKS annexed hereto and made part hereof (hereinafter the TRADEMARKS); together with the right to sue for past infringement thereof; and

WHEREAS, Trace Holdings, LLC (hereinafter referred to as ASSIGNEE), a Delaware limited liability corporation having its principal office at 5916 195th NE, Arlington, Washington 98223, is desirous of acquiring all the right, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS as part of ASSIGNEE's acquisition of the entire businesses of ASSIGNOR; and

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE, its successors and assigns its entire right, title and interest in and to the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

ASSIGNOR does also hereby sell, assign and transfer unto ASSIGNEE, its successors and assigns all claims for damages by reason of past infringement of the TRADEMARKS; and

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States, and any official of any country or countries foreign to the United States whose duty it is to record the rights to trademarks, registrations, applications and title thereto, to record the right to trademarks, registrations and applications listed in the annexed SCHEDULE OF TRADEMARKS as the property of ASSIGNEE; and

ASSIGNOR further agrees to execute such further documents as may be required in the United States and countries foreign to the United States to record and/or establish ASSIGNEE as the owner of the TRADEMARKS.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused the hands of their proper officers to be subscribed hereto.

TRACE ENGINEERING COMPANY

Date 7/28/98

William F. Roppenecker
WILLIAM F. ROPPENECKER
President

TRACE HOLDINGS LLC

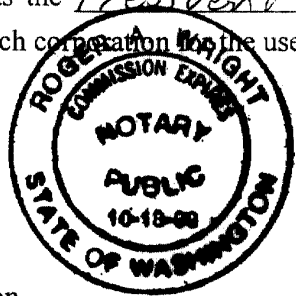
Date _____

IAN SCHAPIRO
President

State of Washington

County of Snohomish

I certify that I know or have satisfactory evidence that William F. Roppenecker signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the President for Trace Engineering Co. to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.



Dated 7/28/98
Roger A. Wright
Notary Public
My appointment expires 10-18-99

State of Washington

County of _____

I certify that I know or have satisfactory evidence that _____ signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the _____ for _____ to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.

Dated _____

Notary Public
My appointment expires _____