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REET
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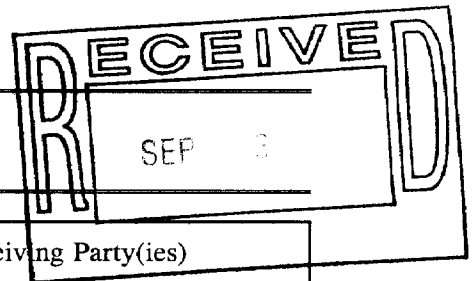
MRD
9-3-98

To tl
Pleas:



100825848

Trademarks:
copy thereof.



1. Name of Conveying Party(ies):
Fypro, Inc.

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

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

2. Name and address of Receiving Party(ies)

Name: Fypro Thread Company, Inc.
Internal _____
Address _____

Street _____
Address 4100 Barringer Drive

City: Charlotte State: NC ZIP: 28217

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NC
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

Additional names and address attached? Yes No

3. Nature of conveyance:

Assignment _____ Merger
_____ Security Agreement
_____ Change of Name
_____ Other _____

Execution Date: As of July 31, 1998

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s)
75/153,959

VOE

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

Name: Mary Ward
Internal _____
Address: _____

Street _____
Address: 414 Union Street, Suite 1600

City: Nashville

State: TN ZIP: 37219

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: _____

(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.

Mary C. Ward Mary C. Ward 8/28/98
Name of person signing Signature Date

Total number of pages comprising cover sheet: 1

09/08/1998 TT0811 0000002 75153959 40.00 DP
01 FC:481

BILL OF SALE AND ASSIGNMENT

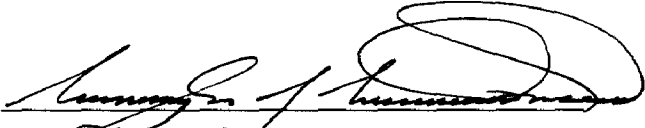
Pursuant to that Asset Purchase Agreement dated as of July 31, 1998 between Fypro, Inc. ("Seller"), a North Carolina Corporation, and Fypro Thread Company, Inc. ("Buyer"), a North Carolina corporation, Seller hereby sells, assigns and conveys to Buyer all of Seller's right, title and interest in and to the "Assets," as defined in the Purchase Agreement. This conveyance is made on an "AS IS" basis to the extent of Seller's rights in the Assets and is made WITHOUT ANY WARRANTY OR REPRESENTATION WHATSOEVER INCLUDING, BUT NOT LIMITED TO, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, BOTH OF WHICH ARE HEREBY EXPRESSLY DISCLAIMED.

Buyer hereby assumes liability for the future obligations arising under the "Contracts," as defined in the Purchase Agreement.


Without limiting the foregoing, the Assets include Seller's interest in that U.S. Trademark Number 75/153,959, which is assigned hereby and which relates to the business conducted with the Assets, and this instrument or a copy hereof may be recorded to evidence such assignment.

Seller has executed this Bill of Sale and Assignment as of the 31st day of July, 1998.

FYPRO, INC.

By: 
Title: PRESIDENT

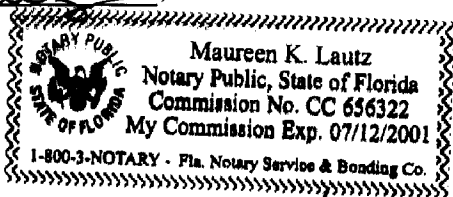
FYPRO THREAD COMPANY, INC.

By: 
Title: CEO

STATE OF FLORIDA)
COUNTY OF Sarasota)

Before me, Maureen K. Lautz the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Myles A. MacDonald, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be President of Fypro, Inc., a North Carolina corporation, the within named bargainer, a corporation, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at office in Sarasota, Florida, this the 3rd day of July, 1998.



[Signature]
NOTARY PUBLIC

My Commission Expires: 7/12/2001

STATE OF NORTH CAROLINA)
COUNTY OF _____)

Before me, _____ the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be _____ of Fypro Thread Company, Inc., a North Carolina corporation, the within named bargainer, a corporation, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as _____.

Witness my hand and seal, at office in _____, North Carolina, this the ___ day of _____, 1998.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF _____)

Before me, _____ the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Myles A. MacDonald, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be President of Fypro, Inc., a North Carolina corporation, the within named bargainor, a corporation, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at office in _____, Florida, this the ____ day of _____, 1998.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF NORTH CAROLINA)
COUNTY OF Mecklenburg)

Before me, Patricia H. Williams the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James O. Threlkeld, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Chief Executive Officer of Fypro Thread Company, Inc., a North Carolina corporation, the within named bargainor, a corporation, and that he as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chief Executive Officer.

Witness my hand and seal, at office in Charlotte, North Carolina, this the 31 day of July, 1998.

Patricia H. Williams

NOTARY PUBLIC

My Commission Expires: 4/2/2000