



ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, HEICO HOLDING, INC. ("Assignor"), a corporation organized and existing under the laws of the State of Delaware, having its principal place of business at 4225 Naperville Road, Suite 200, Lisle, Illinois 60532-3657, is using certain trademarks in conjunction with its business, including but not limited to the trademark(s) and registration(s) thereof set forth in Schedule A attached hereto;

WHEREAS, SPARTAN TOOL, L.L.C ("Assignee"), a limited liability company organized and existing under the laws of the State of Delaware, having its principal place of business at 4225 Naperville Road, Suite 200, Lisle, Illinois 60532-3657, is desirous of acquiring the entire right, title and interest in and to said trademark(s), including the right to bring actions for infringement of said trademark(s) occurring prior to the date of this Assignment;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Assignor, the Assignor has sold, assigned, and transferred, and by these presents does sell, assign, and transfer unto the Assignee, the Assignor's entire right, title and interest in and to the trademarks used in conjunction with the Assignor's business, including but not limited to the trademark(s) and registration(s) thereof identified in Schedule A attached to this Assignment, including the right to bring actions for infringements of said trademark(s) occurring prior to the date of this Assignment, together with that part of the goodwill of the Assignor's business connected with and symbolized by said trademark(s).

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment of United States Trademark(s) to be executed by its authorized representative, effective April 11, 1997, *nunc pro tunc*.

HEICO HOLDING, INC.

By:

*Walter M. Schramm*

Title:

*V.P. Treasurer, Asst. Sec.*

Date:

*8/20/98*

# SCHEDULE A

Trademark	Registration No.	Goods
<b>SPARTAN</b>	799,820	SEWER, DRAIN AND WASTE LINE CLEANING MACHINES, BOTH MANUALLY AND POWER OPERATED, SEWER RODS, AND PARTS AND ACCESSORIES FOR THE FOREGOING

STATE OF ILLINOIS )

COUNTY OF DuPage )

CERTIFICATE OF ACKNOWLEDGMENT

I, Irene M. HARTIGAN, a Notary Public, in and for the County and State aforesaid, do hereby certify that DAN M. Schramm (name), known to be to be the ASST. Sec. (title) of HEICO HOLDING, INC., appeared before me this day, in person, and acknowledged that he signed, sealed and delivered the foregoing instrument on behalf of HEICO HOLDING, INC. as his free and voluntary act for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and Notarial Seal, this 20<sup>th</sup> day of August, 1998.

Irene M. Hartigan  
Notary Public

My Commission Expires: 01/02/00

