

MDJ 10-13-98

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To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies):

The Wilen Companies Incorporated

- 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)

Wilen Acquisition Corporation

Name:

Internal Address:

809 Broad Street

Street Address:

Wrens GA 30833 City: State: ZIP:

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

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: 8/11/98

4. Application number(s) or patent number(s)

A. Trademark Application No.(s)

See Schedule A Attached



10-13-1998

B. Trademark Registration No.(s)

See Schedule A Attached

U.S. Patent & TMO/TM Mail Rcpt Dt. #67

Additional numbers attached? Yes No

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

Name: James F. Vaughan

Internal Address: Womble Carlyle Sandridge & Rice

Street Address: P.O. Box 725388

Atlanta GA 31139 City: State: ZIP:

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 3.41).....\$ 565.00

- Enclosed, Authorized to be charged to deposit account (any deficiencies)

8. Deposit account number:

09-0528

(Attach duplicate copy of this page if paying by deposit account)

11/03/1998 JSHABAZZ 00000126 2162056

DO NOT USE THIS SPACE

01 FC:401 40.00 OP, 02 FC:402 525.00 OP

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.

James F. Vaughan, #31,889

Name of Person Signing

Signature

10/9/98

Date

Total number of pages including cover sheet, attachments, and document:

6

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

- (1) Registration No. 2,162,856
DUAL DUTY
Registration Date: June 2, 1998
- (2) Registration No. 2,068,036
JEAN CLEAN
Registration Date: June 3, 1997
- (3) Registration No. 2,095,951
TIE-FREE
Registration Date: September 9, 1997
- (4) Registration No. 2,044,521
METAL LITE
Registration Date: March 11, 1997
- (5) Registration No. 2,088,026
PAD DRIVER PLUS
Registration Date: August 12, 1997
- (6) Registration No. 2,019,675
EARTH MOP
Registration Date: November 26, 1996
- (7) Registration No. 1,851,929
BACK2BACK
Registration Date: August 30, 1994
- (8) Registration No. 1,879,233
CLEAN SWEEP
Registration Date: February 14, 1995
- (9) Registration No. 1,879,232
BRUSHWORX
Registration Date: February 14, 1995
- (10) Registration No. 1,953,922
PRO DUST H2O (Stylized)
Registration Date: February 6, 1996
- (11) Registration No. 1,807,596
MAGIC MOP
Registration Date: November 30, 1993
- (12) Registration No. 1,815,434
QUICK FINISH
Registration Date: January 4, 1993
- (13) Registration No. 2,087,980
HUSKY
Registration Date: August 12, 1997

- (14) Registration No. 1,696,143
HMP and Design
Registration Date: June 23, 1992
- (15) Registration No. 1,703,336
JAN SAN and Design
Registration Date: July 28, 1992
- (16) Registration No. 1,659,583
ROTOTECH
Registration Date: October 8, 1991
- (17) Registration No. 120,022
KING KOTTON
Registration Date: January 1, 1918

U.S. TRADEMARK APPLICATIONS

- (18) Serial No. 75/412,663
"COLOR GUARD"
Filed: December 24, 1997
- (19) Serial No. 75/403,854
"MUSCLE MOP"
Filed: December 11, 1997
- (20) Serial No. 75/063,165
"MICROFLEX"
Filed: February 22, 1996
- (21) Serial No. 75/495,877
"TWIST & CLEAN"
Filed: June 1, 1998
- (22) Serial NO.
"RATCHET WRINGER"
Filed: May 29, 1998

COMMON LAW

WILEN
WAX-O-MATIC
STICK-M & Design
SUPER LOOPER
REFRESH

U.S. TRADEMARK ASSIGNMENT

WHEREAS, Wilen Manufacturing Company, Inc. by change of name to The Wilen Companies Incorporated, a corporation organized under the laws of the state of Georgia, domiciled and doing business at 3760 Southside Industrial Parkway, Atlanta, Georgia 30354 (Assignor), is the present title owner of the trademarks and the U.S. trademark registrations registered with and of the applications pending with the U.S. Patent and Trademark Office listed in Exhibit A attached hereto as well as certain common law marks including but not limited to the ones also listed in Exhibit A attached hereto as well as those which are otherwise used by the Assignor as of the date of this transaction.

AND WHEREAS, Wilen Acquisition Corporation, a corporation organized under the laws of the state of Delaware, domiciled and doing business at 809 Broad Street, Wrens, Georgia 30833 (Assignee), is desirous of acquiring the right, title and interest in and to the trademarks listed in Exhibit A attached hereto and to any other common law mark that is in use by Assignor as of the date of this transaction.

NOW THEREFORE, for nominal consideration, receipt of which is hereby acknowledged, the said Assignor of these presents does sell, assign, and transfer unto the said Assignee, its successors and assigns, all right, title and interest in and to the said trademarks and in and to the registrations and applications listed in Exhibit A attached hereto, together with that part of the goodwill of the Assignor's business in connection with the use of and symbolized by the said trademarks as well as the goodwill associated with those common law marks not otherwise listed and which are in use by the Assignor as of the date of this transaction.

Assignor also agrees to execute in the future any documents that are necessary to vest or correct title to the marks listed in Schedule A in favor of Assignee or its successors and assigns, as well as any common law mark not otherwise listed and which is in use by the Assignor as of the date of this transaction.

IN WITNESS WHEREOF, the Assignor has hereunder executed this instrument this 11th day of August, 1998.

THE WILEN COMPANIES INCORPORATED
by change of name from
WILEN MANUFACTURING COMPANY, INC.

By:  _____

Title: President

Date: 8/11/98

SCHEDULE A

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