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FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

10/20/98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 01 04 1994

Name Underground Technologies, Inc.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Pettibone Corporation

DBA/KA/TA

Composed of

Address (line 1) 4225 Naperville Road

Address (line 2) Suite 200

Address (line 3) Lisle

City

IL

State/Country

60532

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1811 FRAME: 0725

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1687559"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Susan N. McFee

CERTIFICATE OF MAILING

10/22/98

Name of Person Signing

Signature

Date Signed

deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202 - 3513, on:

DATE OF DEPOSIT: 10/22/98

SIGNATURE: Susan N. McFee

DATE OF SIGNATURE: 10/22/98

GENERAL ASSIGNMENT AND BILL OF SALE

THIS GENERAL ASSIGNMENT AND BILL OF SALE is made January __, 1994, by and between Underground Technologies, Inc., a Delaware corporation having its place of business at 3800 Byron Highway, Byron, California ("Seller"), and Pettibone Corporation, a Delaware corporation ("Buyer").

WHEREAS, pursuant to an Agreement dated as of December 31, 1993 (the "Agreement"), between Buyer and Seller, Buyer and Seller have agreed to the sale by Seller and the purchase by Buyer of certain assets of Seller;

NOW, THEREFORE, Seller, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, does hereby convey, transfer and assign to Buyer, and Buyer does hereby acquire from Seller all of the following assets:

(i) UTI's entire inventory of completed directional underground boring machines ("Products") and parts therefor (finished goods), raw material and work in process, including all prepared for shipment at Seller's place of business at 3800 Byron Highway, Byron, California by the Materials Manager of ARDCO Industries as of December 31, 1993;

(ii) Those of UTI's accounts receivable identified in a list to be provided by UTI within 7 days after Closing in an aggregate amount not less than \$19,000;

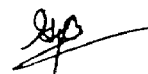
(iii) All of the designs and drawings, specifications, bills of material, operating manuals and service manuals related to the Products and sales and marketing and materials for selling the Products;

(iv) The list of customers who have inquired about the Products from Seller within the two years prior to the date of this document and all records relating to customers for the Products and accounting records related to the Products;

(v) The list of Seller's suppliers of raw materials, parts, equipment, components and all records relating to and services relating to the Products;

(vi) All trademarks, tradenames (including the name "Underground Technologies"), patents and applications therefor and other intellectual or proprietary property or information relating to the Products, including the following: U.S. Patent Nos. 4,905,773, 4,923,134, 4,957,173, 4,955,439, 5,054,565 and 5,111,891; and

(vii) All goodwill and rights to do business related to the Products.



The Assets do not include (1) any plant, property and equipment of Seller, (2) any of the assets of Seller which are related solely to Seller's cable pusher/cable puller product lines and (3) the underground boring machines or Seller which are presently leased to the University of Cincinnati and Wimpie Canada and the lease receivables related thereto.

IN WITNESS WHEREOF, each of the parties hereto has executed this General Assignment and Bill of Sale as of the date and year first above written.

UNDERGROUND TECHNOLOGIES, INC.

By: *Gus J. Athas*
Its: Vice-President

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 Trademarks, 2900 Crystal Drive, Arlington, VA 22202 - 3513, on:

DATE OF DEPOSIT: 10/22/98

SIGNATURE: *Maha...*

DATE OF SIGNATURE: 10/22/98