

01-04-1999

TRA

COVER SHEET

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party



100934994

and address of receiving party:

THE EQUION CORPORATION

- Individual(s)
- General Partnership
- Corporation-State
- Other

Stamp: **SET 2 + 125**

Stamp: **MRD 12-24-98**

Same as Hayden Industrial Products LLC
 Street Address: 1531 Pomona Road
 City: Corona State: California
 Zip Code: 91720

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Limited Liability Company**

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of Conveyance:

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

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

Execution Date **December 11, 1998**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,162,594; 885,874; 2,060,113;

1,169,190; 1,530,764

Additional numbers attached? Yes No

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

Name: **DeLIO & PETERSON, LLC**
 Street Address: **121 Whitney Avenue**
 City: **New Haven** State: **CT**
 Zip Code: **06510-1241**

6. Total number of applications and registrations involved: [5]

7. Total Fee (37 CFR 3.41) \$ **140.00 E**
 Enclosed
 Authorized to be charged to Deposit Account number below

8. Authorized to charge Deposit Account Number **04-0566** for any over or under payment

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.

John J. Tomaszewski

Name of Person Signing

John J. Tomaszewski
Signature

Dec 21, 1998
Date

Total number of pages including cover sheet, attachments, and document: [5]

I hereby certify that this correspondence is being deposited with the United States Postal Service on the date indicated below as first class mail in an envelope addressed to: BOX ASSIGNMENT, Commissioner of Patents and Trademarks, Washington, D.C. 20231

Name: **Carol M. Thomas**

Date: **December 21, 1998**

Signature: *Carol M. Thomas*

TRADEMARK and PATENT ASSIGNMENT

WHEREAS, THE EQUION CORPORATION, a Delaware corporation ("Assignor"), has adopted, used and is using in its business the trademarks and patents set forth in **SCHEDULE A** attached hereto and made part of this assignment, which are registered or the subject of pending applications for registration in the United States Patent and Trademark Office: and

WHEREAS, HAYDEN INDUSTRIAL PRODUCTS LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware, having its principal place of business at 1531 Pomona Road, Corona, CA 91720 ("Assignee") is desirous of acquiring said trademarks and patents set forth in the attached **SCHEDULE A** and the respective registration and applications for registration thereof together with the goodwill of the business in connection therewith;

NOW, THEREFORE, for good and valuable consideration furnished by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, the entire right, title and interest in and to the said patents and trademark registrations and applications for registration set forth in and registrations and including all claims for damages by reason of infringement of said patents and trademarks and registrations with the right to sue for damages and collect the same from and prior to the date given below, all for the Assignee's use and for the use of its successors and assigns.

IN WITNESS WHEREOF, Assignor has hereunto caused this instrument to be signed by its duly authorized officer on the 11th day of December, 1998.

THE EQUION CORPORATION

By:  _____

Name: Sam Reisman

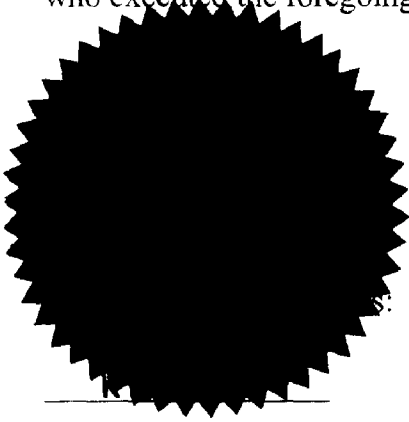
Its: Chairman and Chief Executive Officer

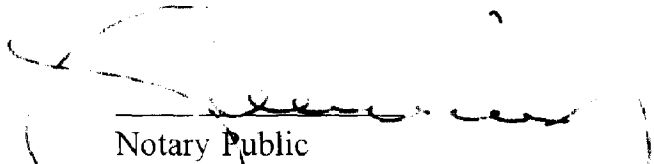
(CORP. SEAL)

PROVINCE OF Ontario)

COUNTY OF York)

On the 11th day of December, 1998, before me appeared Sam Reisman, to me known and known to me to be the Chairman and Chief Executive Officer of The Equion Corporation, and who executed the foregoing instrument and he acknowledged the same to be his free act and deed.




Notary Public

County of Residence:

York

SCHEDULE A

See the list attached hereto and made a part hereof.

01 HAYDEN TRADEMAR

SCHEDULE 4.10
Intellectual Property

Patents Owned by Borrower

Heat Exchanger with Internal Bypass Valve - United States - No. 4,991,643

Heat Exchanger with Internal Bypass Valve - Australia - No. 632168

Heat Exchanger - United States - Pending

Patents Licensed by Borrower from Standard Motor Products, Inc. (pursuant to agreement dated August 21, 1996)

Fan Blade - United States - D275.884

Trademarks Owned by Borrower

Oil-Stat - U.S. - No. 1,162,594

Temp-Troller - U.S. - No. 885,874

System Smart - U.S. - No. 2,060,113

Trademarks Licensed by Borrower from Standard Motor Products, Inc. (pursuant to agreement dated August 21, 1996)

Swirl-Cool - U.S. - No. 1,169,190

Swirl-Cool - U.S. - B342453

Hayden - U.S. - No. 1,530,764

Hayden - Australia - No. B342454

Hayden - Canada - No. 388,899