

ASSIGNMENT OF TRADEMARKS AND GOODWILL

THIS ASSIGNMENT OF TRADEMARKS AND GOODWILL is made as of December 30, 1998 by and between The Chamberlain Group, Inc., a Connecticut corporation ("CGI"), and Moore-O-Matic, Inc., a Wisconsin corporation ("MOM").

RECITALS:

WHEREAS, CGI and MOM are parties to a certain Asset Purchase Agreement dated as of November 2, 1998 (the "Asset Purchase Agreement"), under the terms of which MOM agreed to sell and transfer, and CGI agreed to purchase, the MOM Assets (as such term is defined in the Asset Purchase Agreement); and

WHEREAS, MOM is the owner of the trademarks, service marks, trademark and service mark registrations listed on Schedule 1 hereto (the "Trademarks"), which together with the products and goodwill associated with the Trademarks, constitute part of the MOM Assets; and

WHEREAS, pursuant to the Asset Purchase Agreement, CGI desires to obtain all of MOM's right, title and interest in, to and under said Trademarks subject to the terms and conditions of the Asset Purchase Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by MOM, MOM hereby sells, conveys, assigns, transfers and delivers to CGI, all of its right, title and interest in, to and under the Trademarks, all goodwill associated therewith, all common law rights thereto, and all applications that have been filed and all registrations that have been or may be granted thereon and all foreign counterparts thereof, together with the right to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of MOM in all matters related thereto, all subject to the terms and conditions of the Asset Purchase Agreement.

MOM hereby requests the Commissioner of Patents and Trademarks to record this Assignment of Trademarks and Goodwill to CGI.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks and Goodwill to be executed as of the day and year first written above.

MOORE-O-MATIC, INC.

By: [Signature]
Name: Kevin W. Donnelly
Title: SECRETARY

STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

On December 30, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Kevin W. Donnelly, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the secretary of Moore-O-Matic, Inc. and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[Signature]
[SEAL] Notary Public

My Commission expires on: 11/19/01

Acknowledged and
accepted:

THE CHAMBERLAIN GROUP, INC.

By: [Signature]
Name: MARK B. TONE
Title: SECRETARY

SCHEDULE 1
TO
ASSIGNMENTS OF TRADEMARKS AND GOODWILL
BY
Moore-O-Matic, Inc.
TO
The Chamberlain Group, Inc.

Trademarks

<u>Trademark</u>	<u>Registration Number</u>	<u>Date</u>
"Ultra-Lift"	California Trademark No. 69653	5/24/83
"Electronic Command"	California Trademark No. 69669	5/25/83
"MOM"	California Trademark No. 85460	10/27/87
"Moore-O-Matic" (and design)	California Trademark No. 85462	10/27/87
"Moore-O-Matic"	California Trademark No. 85461	10/27/87
"MOORE-O-MATIC" (block)	U.S. Trademark No. 1477517	2/23/88
"Moore-O-Matic"	U.S. Trademark No. 1948267	1/16/96
"Ultra-Lift"	U.S. Trademark No. 1289927	8/14/84
"Electronic Command"	U.S. Trademark No. 1289926	8/14/84

Applications

None.