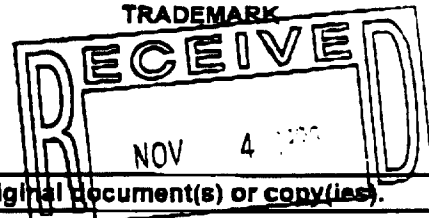


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Re MRO
3-18-99

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

Submission Type

- New
- Resubmission Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name GSEG LLC

Execution Date
Month Day Year
10 06 98

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization State of Delaware, United States of America

Receiving Party

Mark if additional names of receiving parties attached

Name G.S. Building Systems Corporation

DBA/AKA/TA

Composed of

Address (line 1) 1 High Ridge Park

Address (line 2)

Address (line 3) Stamford,

Connecticut, U.S.A.

06904

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

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

- Citizenship/State of Incorporation/Organization A Connecticut Corporation

FOR OFFICE USE ONLY

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 collection 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. 20503, or 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 document to be recorded with required cover sheet(s) information to:

Received Time

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Print Time

Mar. 18. 2:09PM

11/06/99 01 FC-40 02 FC-40

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

(212) 859-8000

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 Numbers(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" value="75/172,707"/>	<input type="text" value="75/416,858"/>	<input type="text"/>	<input type="text" value="1,334,057"/>	<input type="text" value="1,751,136"/>	<input type="text" value="1,031,387"/>
<input type="text" value="75/180,528"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,325,516"/>	<input type="text" value="998,092"/>	<input type="text" value="1,074,923"/>
<input type="text" value="75/191,955"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,748,239"/>	<input type="text" value="1,018,757"/>	<input type="text" value="1,352,518"/>

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.

Name of Person Signing Signature Date Signed

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

Registration Number(s)

1,390,583	1,656,443	1,638,958
1,732,448	806,314	1,749,967
1,775,767	590,791	1,713,235
1,870,811	318,385	1,868,079
1,816,777	278,382	805,052
518,319	881,621	828,484
737,072	1,138,645	117,981
774,000	1,113,031	2,070,263
1,643,400	1,185,574	1,814,828
1,732,444	1,612,740	

TRADEMARK ASSIGNMENT

WHEREAS, on September 15, 1997, EGS Electrical Group LLC ("EGS"), Emerson Electric Co. ("Emerson"), Apple JV Holding Corp. ("Apple"), General Signal Corporation ("General Signal"), and G.S. Building Systems Corporation ("GSBSC") entered into an Amended and Restated Limited Liability Company Agreement to engage in the Joint Venture Business (as defined therein);

WHEREAS, General Signal formed GSEG LLC ("G1") as a wholly owned subsidiary of General Signal, and O-Z Gedney Company LLC ("G2") as a wholly owned subsidiary of G1, and on September 15, 1997, entered into a Reorganization Agreement in which General Signal and GSBSC contributed to G1 and G2 certain assets relating to the GSEG Business (as defined in the Reorganization Agreement), including certain trademarks and trademark applications which GSBSC contributed to G1;

WHEREAS, on September 15, 1997, EGS, Emerson, and General Signal entered into a Contribution Agreement in which General Signal and GSBSC contributed all of their interests in G1 to EGS for the Joint Venture Business;

WHEREAS, EGS, Emerson, Apple, General Signal, and GSBSC are entering concurrently herewith into a Redemption Agreement to transfer substantially all of the assets and liabilities of the Dual-Lite and Edwards divisions of the GSEG Business (collectively, such divisions are the "Business") back to General Signal and GSBSC in redemption of a portion of General Signal's interest and a portion of GSBSC's interest in

EGS, upon the terms and subject to the conditions set forth in the Redemption Agreement;

WHEREAS, Schedule A, which is attached hereto and incorporated herein by reference, sets forth all trademarks and trademark applications relating to the Business that are owned by G1 ("Assignor") and registered and/or filed in the United States Patent and Trademark Office and/or in trademark offices in other countries;

WHEREAS, GSBSC (the "Assignee") is desirous of acquiring all right, title, and interest in and to each of the trademark registrations and trademark applications identified in Schedule A, together with all good will arising from the use of and symbolized by the trademarks;

NOW THEREFORE, for good and valuable consideration as set forth in the Redemption Agreement, the receipt of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby sells, assigns, transfers, and conveys to GSBSC all right, title, and interest in and to the trademark registrations and trademark applications identified in Schedule A, together with all good will arising from the use of and symbolized by the trademarks identified in Schedule A.
2. Assignor further agrees to execute upon the request of Assignee such additional documents as are necessary to continue, secure, defend, register, and otherwise give full effect to and to perfect the rights of Assignee under this Trademark Assignment in the trademark registrations and trademark applications identified in Schedule A,

together with all good will arising from the use of and symbolized by the trademarks identified in Schedule A, including all documents necessary to register in the name of Assignee the assignment of each trademark registration and trademark application identified in Schedule A in the respective country or countries identified in Schedule A.

3. Assignor hereby authorizes and requests that the Commissioner of Patents and Trademarks of the United States, and each sovereign official holding a corresponding position of authority in any country within which Assignor has registered trademarks or have pending one or more trademark applications relating to the Business, to issue and to record the title of Assignee as owner of all right, title, and interest in and to the trademark registrations and applications identified in Schedule A, together with all good will arising from the use of and symbolized by the trademarks identified in Schedule A.

In testimony whereof, Assignor has signed below, by its duly authorized legal representative, on this 6th day of October, 1998.

By: *MS*
Harley M. Smith

Title: Secretary
GSEG LLC

ACKNOWLEDGMENT

On behalf of Assignee G. S. Building Systems Corporation, I hereby acknowledge receipt of assignment -- for good and valuable consideration -- of the trademark registrations and trademark applications set forth in Schedule A.

By: *Joanni L. Doherty*

Title: *Vice President*
G. S. Building
Systems Corporation

NOTARY:

Pearl Weinreb

194083
PEARL WEINREB
NOTARY PUBLIC
My Commission Expires October 31, 2002

U.S. TRADEMARKS

SCHEDULE A
 (assignments from GSEG LLC to G.S. Building Systems Corporation)

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
DUAL-LITE (& Design)	9	REGISTERED			1334057	5/7/85	DL-T001A
DUAL-LITE	9	REGISTERED			1325516	3/19/85	DL-T001B
DUAL-LITE	9	REGISTERED			1748239	1/26/93	DL-T001F
DUAL-LITE (& Design)	9	REGISTERED			1751136	2/9/93	DL-T001G
DELITE	11, 21	REGISTERED			0998092	11/12/74	DL-T002
EXQUISITE	9	REGISTERED			1018757	11/4/74	DL-T004
LUMENETTE	11	REGISTERED			1031387	1/27/76	DL-T005
LAMPAK	9	REGISTERED			1074923	10/11/77	DL-T007
EZ-EXIT	9	REGISTERED			1352518	8/6/85	DL-T009
SPECTRON	9, 11	REGISTERED			1390583	4/22/86	DL-T010
EZ SNAP		REGISTERED			1732448	11/17/92	DL-T016
EZ PLUG	9	REGISTERED			1775767	6/8/93	DL-T017
DUAL-LITE EZEXPRESS SERVICE	39	REGISTERED			1870811	12/27/94	DL-T018

From: FRIED FRANK HARRIS

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TRADEMARK
 REEL: 1873 FRAME: 0144

194402

U.S. TRADEMARKS

From: FRIED FRANK HARRIS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
EZ-2	11	REGISTERED			1814828	1/4/94	DL-T019
EZ-2	11	REGISTERED			1816777	1/18/94	DL-T020
EDWARDS	9	REGISTERED			0518319	12/6/49	ED-T001
E EDWARDS (& Design)	9	REGISTERED			0737072	9/4/62	ED-T001A
Design (E in Shield)	9	REGISTERED			0774000	7/28/64	ED-T001B
EDWARDS	9	REGISTERED			1643400	5/7/91	ED-T001D
EDWARDS		REGISTERED			1732444	1/17/92	ED-T001E
EDWARDS	37	REGISTERED			1656443	9/10/91	ED-T001F
DURABEL	9	REGISTERED			0806314	3/29/66	ED-T004
KEYNOTE (Stylized)	9	REGISTERED			0590791	6/8/54	ED-T008
ADAPTABEL	9	REGISTERED			0318385	10/23/34	ED-T013
BUZABEL	9	REGISTERED			0276382	12/16/30	ED-T025
DUOTRONIC	9	REGISTERED			0881621	12/2/69	ED-T026
ADAPTABEACON	9	REGISTERED			1138645	8/12/80	ED-T029
LUMATONE	9	REGISTERED			1113031	2/13/79	ED-T034

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TRADEMARK
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U.S. TRADEMARKS

From: FRIED FRANK HARRIS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
ADAPTATONE	9	REGISTERED			1185574	1/12/82	ED-T038
PHONE-PAGE	9	REGISTERED			1612740	9/11/90	ED-T054
ADAPTALERT	9	REGISTERED			1638958	3/26/91	ED-T057
ADAPTALIGHT	9	REGISTERED			1749967	2/2/93	ED-T067A
AIP		REGISTERED			1713235	9/8/92	ED-T068
ADAPTAHORN		REGISTERED			1868079	12/20/94	ED-T070
AUDBELL		REGISTERED			0805052	3/8/66	ED-T073
MODUTONE		REGISTERED			0828484	5/9/67	ED-T074
TELECODE		REGISTERED			0117981	8/14/17	ED-T075
LITECELL		REGISTERED			2070263	6/10/97	DL-T035
LITEFORMS		APPLICATION	75/172707	9/26/96			DL-T036
LITEFORMS COLLECTION		APPLICATION	75/180528	10/11/96			DL-T036A
SIGNAL SOLUTIONS		APPLICATION	75/191955	11/4/96			ED-T081
TRILPTICAL		APPLICATION	75/416858	1/12/98			

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SCHEDULE A
(assignments from GSEG LLC to G.S. Building Systems Corporation)

NON-U.S. TRADEMARKS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
ADAPTABEL	9	REGISTERED			Australia B579139	5/26/92	ED-T013
DUOTRONIC	9	REGISTERED			Australia A582043	7/7/92	ED-T0026
ADAPTABEACON	9	REGISTERED			Australia B582044	7/7/92	ED-T029
ADAPTATONE	9	REGISTERED			Australia B582042	7/7/92	ED-T038
ADAPTALIGHT	9	REGISTERED			Australia B582041	7/7/92	ED-T067A
EXQUISITE		REGISTERED			Canada 405420	11/20/92	DL-T004
LUMENETTE		REGISTERED			Canada 405952	12/4/92	DL-T005
EZ-EXIT		REGISTERED			Canada 432186	8/26/94	DL-T009
EXCALIBUR		REGISTERED			Canada 404343	10/30/92	DL-T011
EZ-SNAP		REGISTERED			Canada	10/30/92	DL-T016

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TRADEMARK
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NON-U.S. TRADEMARKS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
					404344		
LITE BEAM		REGISTERED			Canada 433637	9/23/94	DL-T024
DURABEL		REGISTERED			Canada 161936	4/3/84	ED-T004
MELOCALL		REGISTERED			Canada 155446	2/9/83	ED-T008
SELECTRONIC		REGISTERED			Canada 228574	6/16/93	ED-T011
KEYNOTE		REGISTERED			Canada 155959	3/15/83	ED-T012
ADAPTABEL		REGISTERED			Canada 155861	3/8/83	ED-T013
LUMATONE		REGISTERED			Canada 256867	3/13/96	ED-T016
BUZACALL		REGISTERED			Canada 155442	2/9/83	ED-T017
RINGCALL		REGISTERED			Canada 155447	2/9/83	ED-T027

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NON-U.S. TRADEMARKS

From: FRIED FRANK HARRIS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
ADAPTATONE		REGISTERED			Canada 273314	10/29/82	ED-T038
EDWARDS		REGISTERED			U.K. B1411570	1/19/97	ED-T001D
AD-APTABEL		REGISTERED			U.K. B938063	2/12/90	ED-T013
DUOTRONIC		REGISTERED			U.K. B1505452	7/3/92	ED-T026
ADAPTABEACON		REGISTERED			U.K. B1506284	7/3/92	ED-T029
ADAPTATONE		REGISTERED			U.K. B1506290	7/3/92	ED-T038
ADAPTALIGHT		REGISTERED			U.K. B1506302	7/3/92	ED-T067A
EDWARDS		REGISTERED			Mexico 200868	10/31/85	ED-T001
EDWARDS		REGISTERED			Venezuela 130174F	9/18/87	ED-T001
EDWARDS		REGISTERED			Venezuela 124890F	5/27/86	ED-T001A

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TRADEMARK
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NON-U.S. TRADEMARKS

TRADEMARK	CLASS	STATUS	APPLN. NO.	APPLN. DATE	REGN. NO.	REGN. DATE	DOCKET NO.
EDWARDS		REGISTERED			Venezuela 124891F	5/27/86	ED-T001B
DUAL-LITE (& Design)		APPLICATION	Canada 743010	12/3/93			DL-T001A
DUAL-LITE		APPLICATION	Canada 743028	12/3/93			DL-T001B