

04-23-1999



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CORDINATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Penn Engineering & Manufacturing Corp.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PEM Management, Inc.

Internal Address: Suite 200

Street Address: 900 Market Street

City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State DE
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 4/9/1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,231,624

Additional numbers attached? Yes No

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

Name: Gregory J. Gore

Internal Address: Suite 316

Street Address: 70 W. Oakland Avenue

City: Doylestown State: PA ZIP: 18901

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

071733

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

4/23/1999 DNGUYEN 00000058 2231624

DO NOT USE THIS SPACE

1 EC:481

40.00 DE

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.

Gregory J. Gore, Esq.
Name of Person Signing

Gregory J. Gore
Signature

4/14/99
Date

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

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 1887 FRAME: 0206

4/15/99

TRADEMARK ASSIGNMENT

This Trademark Assignment is made and entered into as of this 7th day of APRIL, 1999 between Penn Engineering & Manufacturing Corp., a Delaware Corporation ("PENN") and PEM Management Inc., a Delaware Corporation ("PEM").

BACKGROUND

The background of this Trademark Assignment is that the parties hereto have entered into a Subscription Agreement dated as of April 19, 1995 (the "Subscription Agreement") under which PENN has agreed to transfer to PEM all of its ownership, right, title and interest in U.S. Trademark Registration 2,231,624 ("Trademark"), registered on March 16, 1999, in exchange for good and valuable consideration.

AGREEMENT

NOW THEREFORE, in consideration of the mutual promises and covenants made herein and in the Subscription Agreement and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

- (A) PENN hereby assigns, transfers and conveys to PEM all right, title and interest in and to the Trademark, including without limitation all common law trademark rights, together with all goodwill of the business symbolized by and associated with the Trademark.
- (B) Without limiting the foregoing provisions, PENN agrees to take whatever further action is deemed necessary or appropriate by PEM to properly and completely affect the transfer to PEM of the Trademark and to establish full custody and


ownership of such Trademark by PEM.

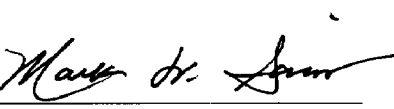
(C) This Trademark Assignment shall be governed by the internal laws of the State of Delaware, without reference to its conflict of laws principles.

IN WITNESS WHEREOF the parties hereto, through their respective authorized officers, have executed this Trademark Assignment as of this 9th day of April, 1999 and affixed their respective corporate seals hereto.

PENN ENGINEERING &
MANUFACTURING CORP.

PEM MANAGEMENT, INC.

By: 
Kenneth A. Swanstom
President

By: 
Mark W. Simon
President

[SEAL]

[SEAL]

STATE OF PENNSYLVANIA:

SS

COUNTY OF BUCKS

On the *9th* day of *April* 1999 personally appeared before me,
a Notary Public for the County and State aforesaid, MARK W. SIMON who acknowledged
himself to be the President of PEM Management, Inc. a Delaware Corporation, and that he, as
such officer being authorized to do so, executed the foregoing Trademark Assignment for the
purposes therein contained by signing the name of the corporation by himself as such.

Witness my hand and seal the day and year aforesaid

Susan L. Leflar
Notary Public

My commission expires: *May 7, 2001*

STATE OF PENNSYLVANIA:

SS

COUNTY OF BUCKS

On the *9th* day of *April* 1999 personally appeared before me,

a Notary Public for the County and State aforesaid, KENNETH A. SWANSTROM who acknowledged himself to be the President of Penn Engineering & Manufacturing, a Delaware Corporation, and that he, as such officer being authorized to do so, executed the foregoing Trademark Assignment for the purposes therein contained by signing the name of the corporation by himself as such.

Witness my hand and seal the day and year aforesaid

Teresa L. Lollar
Notary Public

My commission expires: *May 7, 2001*