

ASSIGNMENT
(U.S. and Foreign Trademarks)

WHEREAS, Rule Industries, Inc., a Massachusetts corporation with an address of 1 Kondelin Road, Cape Ann Industrial Park, Gloucester, Massachusetts 01930 and Remgrit Abrasive Tools, Inc., a Massachusetts corporation with an address of 5 Industrial Way, Deerfield, Massachusetts 01373 (herein referred to collectively as the "assignor"), have adopted one or more of the Marks set forth in SCHEDULE A hereof which they have used in various countries throughout the world including the United States; and

WHEREAS, Rule Cutting Tools, Inc., a Massachusetts corporation with an address of 5 Industrial Way, Deerfield, Massachusetts 01373 (herein referred to as the "assignee"), desires to acquire the Marks and the goodwill of the business associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the assignor confirms that it heretofore has and/or hereby does contribute, assign, transfer, convey and set over to the assignee its entire right, title and interest in and to the registrations for said Marks and all of its right, title and interest to said Marks not presently registered set forth in SCHEDULE A hereof, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which assignor has enjoyed thereunder both in the United States and throughout all countries of the world, including any and all rights of recovery based on past infringement of said Marks and/or registrations, the same to be held and enjoyed by the assignee, its successors and assigns, forever and to the full end of the terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof;

AND FOR THE SAME CONSIDERATION, the assignor hereby covenants and agrees that the assignor will, whenever counsel of the assignee, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts reasonably necessary or desirable to be done for the procurement, maintenance, enforcement and defense of said Marks and registrations thereof without charge to the assignee, its successors, legal representatives and assigns, other than reasonable costs and expenses incurred by the assignor or any of its employees, agents and representatives in connection with the foregoing actions.

ASSIGNOR:

Signed at Gloucester, in the County of Essex, Commonwealth of Massachusetts,
this 13th day of April, 1998.

RULE INDUSTRIES, INC.

By: Gary M. Sable

Type Name: Gary M. Sable

Title: Vice President

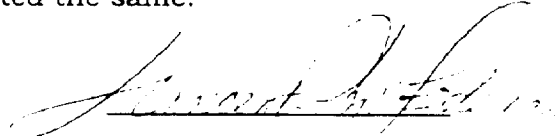
STATE OF MA)

) ss:

COUNTY OF ESSEX)

On this 13th day of April, 1998 personally before me came Gary M. Sable, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)



Notary Public

Vincent M. Federici
NOTARY PUBLIC
My Commission expires Jan. 11, 2002

Signed at _____, in the County of _____, State of

_____, this 16 day of _____, 1998.

REMGRIT ABRASIVE TOOLS, INC.

By: [Signature]

Type, Name: Roger Farley

Title: SRVP HR

STATE OF _____)

) ss:

COUNTY OF _____)

On this 16 day of April, 1998 personally before me came Roger Farley, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)

[Signature]

Notary Public

Notary Public, Richmond County, Georgia
My Commission Expires Aug. 28, 2000

ASSIGNEE:

Signed at South Deerfield, in the County of Franklin, State of Mass.,
this 14th day of April, 1998.

RULE CUTTING TOOLS, INC.

By: Henry G. Libby

Type Name: Henry G. Libby

Title: Vice President

STATE OF Mass

) ss:

COUNTY OF Franklin

On this 14th day of April, 1998 personally before me came Henry G. Libby,
known to me, and known to me to be the person described and who signed the annexed
assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)

Susan M. Zygonow
Notary Public
Susan M. Zygonow
(My Commission Expires Oct. 1, 2004)

SCHEDULE A**REGISTRATIONS, APPLICATIONS AND COMMON LAW MARKS****MARK: AGGRESSOR**

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
Argentina	1,909,610	2/18/1994	1,535,136	8/31/1994	8/31/2004
France	94/518.154	4/29/1994	94/518.154	10/14/1994	4/29/2004
Germany	R55125/7 Wz	1/21/1994	2,081,387	10/19/1994	Jan. 2004
Gt. Britain	1560253	1/25/1994	1560253	1/25/1994	1/25/2001
Italy	T094C000354	2/17/1994	682,541	7/2/1996	2/17/2004
Mexico	206773	7/28/1994	474314	9/21/1994	7/28/2004
Spain	1,812,966	3/30/1994	1,812,966		3/30/2004
Sweden	94-0994	1/31/1994	300079	3/24/1995	3/24/2005

MARK: BI-MET

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	240,681	11/28/1979	1,164,411	8/11/1981	8/11/2001

MARK: BLU-FLEX (Stylized)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	556,271	5/5/1948	534,581	12/12/1950	1/14/2001
Australia	A115084	8/12/1953	A115084	8/12/1953	8/12/2009
Benelux	10038	8/19/1971	040535	8/19/1971	8/19/2003
Canada	103753	7/6/1971	103753	7/6/1971	7/6/2001
France	207730	6/12/1980	1,590,752	6/12/1980	5/7/2000
Germany	657297/8	6/13/1983	657297/8	6/13/1983	6/13/2003
Gt. Britain	719270	6/23/1967	719,270	6/23/1967	6/23/2001
New Zealand	53630	8/5/1953	53630	8/5/1953	8/5/2003
Switzerland	264208	3/29/1973	264208	3/29/1973	3/29/2013

MARK: BLU-MOL (Stylized)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
Argentina	1,859,414	12/13/1982	1,053,355	12/13/1982	12/13/2002
Australia	589620	11/4/1992	A589620	11/4/1992	11/4/1999
Benelux	010039	8/19/1971	056771	8/19/1971	
Brazil	819,174,947	4/17/1996			
Canada	167283	3/29/1935	19/5600	3/29/1935	3/29/2010
Denmark	0565/1951	3/13/1953	1044/1951	8/18/1951	
Finland	24632	9/18/1951	24632	9/18/1951	9/18/2001
France	207,729	5/7/1980	1,138,405	5/7/1980	5/7/2000
Germany	657,295	6/13/1951	657,295	6/13/1953	6/13/2003
Gt. Britain	564986	12/9/1935	564986	12/9/1935	12/9/2005
Israel	11439	3/14/1972	11439	3/14/1972	3/14/2000
Mexico	66359	2/9/1951	66359	2/9/1951	2/9/2006
New Zealand	53629	8/5/1953	53629	8/5/1953	8/5/2002
Norway	42589	3/2/1951	4258	3/2/1951	3/2/2001
Spain	271,250	2/25/1954	271,250	7/2/1954	7/2/2003
Sweden	70355	3/13/1951	70355	7/13/1951	7/3/2001
Switzerland	248916	10/22/1970	248916	10/22/1970	10/19/2010

MARK: BLU-MOL

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	048,644	3/28/1958	669,575	11/11/1958	11/11/1998
Australia	105,832	4/6/1965	A105,832	4/6/1965	4/6/2007
Mexico	83721	9/5/1955	83721	9/5/1955	9/5/2005

MARK: CAPEWELL

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	74/004,553	11/22/1989	1,603,440	6/26/1990	6/26/2000
Austria	55725	9/28/1965	55725	9/28/1965	9/30/2005
Canada	UCA 14981	11/18/1940	UCA14981	11/18/1940	11/18/2000
Cuba	112,888	5/19/1982	112,888	5/19/1982	5/19/1997
Germany	819,227	7/21/1975	819,227	7/21/1972	7/21/2005
Gt. Britain	1535730	5/13/1993	1535730	5/13/1993	5/13/2000
Gt. Britain	1,535,731	5/13/1993	1,535,731	5/13/1993	5/13/2000
Italy	204,175	7/30/1965	204,175	7/30/1965	7/30/2005
Puerto Rico	66049	12/26/1945	66049	12/26/1945	12/26/2005
Sweden	115104	1/21/1976	115104	1/21/1976	1/21/2006

MARK: CAPEWELL (& DESIGN)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	72/300,062	6/10/1968	881,659	12/2/1969	1/29/2000
Germany	860,075	7/16/1978	860,075	7/16/1978	7/16/1998
Italy	236,763	8/20/1968	236,763	8/20/1968	8/20/1998
Sweden	125,717	12/13/1968	125,717	12/13/1968	12/13/1998

MARK: CAPEWELL SAFETECH

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
Gt. Britain	1,321,369	9/14/1987	1,321,369	9/14/1987	9/14/2008

MARK: DIAMOND BACK

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	672,566	7/17/1987	1,478,316	3/1/1988	3/1/2008

MARK: FINE LINE

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	745,015	8/9/1988	1,532,729	4/4/1989	4/4/2009

MARK: FIT-AL

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	023,466	6/6/1974	1,006,234	3/11/1975	3/11/2005

MARK: FLEX-TUNG (Stylized)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	44129	3/5/1941	388,778	7/8/1941	7/8/2001*

MARK: GRIT-EDGE

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	415,010	2/9/1972	961,991	6/26/1973	6/26/2003
Gt. Britain	2007590	1/13/1995	2007590	1/13/1995	1/13/2005

MARK: MF (& DESIGN)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	175,777	8/26/1963	789,356	5/11/1965	5/11/2005

MARK: REMGRIT (Stylized)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	*619,178	9/10/1986	1,448,160	7/21/1987	7/21/2007
Gt. Britain	1,574,583	6/7/1994	1,574,583	6/7/1994	6/7/2001

*Currently owned by the Remgrit Corporation of Bridgeport, Connecticut; Rule Industries, Inc. has an exclusive license with the right to purchase the mark upon the occurrence of any of three events.

MARK: SPEED-BAND (& DESIGN)

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	67,201	2/6/1958	685,101	9/15/1959	9/15/1959

MARK: SUPER-T

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	240,683	11/28/1979	1,164,367	8/11/1981	8/11/2001

MARK: THE AGGRESSOR

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	240,680	11/28/1979	1,164,366	8/11/1981	8/11/2001
United States	74/186,098	7/18/1991	1,736,074	12/1/1992	12/1/2002

MARK: TUF-FLEX

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	156,008	10/26/1962	758,399	10/15/1963	10/15/2003
Canada	170,938	12/10/1976	31/8567	12/10/1976	5/26/2012
France	939,861	2/8/1978	1,061,342	2/8/1978	7/7/1998
Switzerland	293,657	3/23/1978	293,657	3/23/1978	3/23/1998

MARK: TURBO BIT

<u>Country</u>	<u>Serial Number</u>	<u>Date Filed</u>	<u>Registration Number</u>	<u>Date Issued</u>	<u>Expiration Date</u>
United States	74/047,296	4/9/1990	1,632,927	1/29/1991	1/29/2001
Australia	A376,576	6/8/1982	A376,576	6/8/1982	6/8/2003