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8-24-99

08-26-1999



To the Honorable Commissioner of Pat

Attached original documents or copy thereof.

Address of receiving party(ies):

101128154

1. Name of conveying party(ies):
General Electric Canada, Inc.
2300 Meadow Boulevard
Mississauga, Ontario
L5N 1P9 CANADA

Name: Coltec Industries Inc
Street Address: 3 Coliseum Centre
2550 West Tyvola Road
City: Charlotte State: NC Zip: 28217

- Individual(s)
- General Partnership
- Corporation - (Canada)
- Other
- Association
- Limited Partnership

- Individual(s) citizenship:
- Association
- General Partnership
- Limited Partnership
- Corporate - State - Pennsylvania
- Other:

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: September 27, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

0578534
0573224

Additional numbers attached? Yes No

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

Name: Jamie J. Fitzgerald, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
P.O. Box 1960
City: New Haven State: CT Zip: 06509-1960

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 11-0231

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

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.

Jamie J. Fitzgerald

Signature

8/29/99

Date

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

08/25/1999 MTHA11 00000267 0578534

Do not detach this portion

01 FC:481 documents to be recorded with required cover sheet information to:

02 FC:482

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

SCHEDULE I

TRADEMARK REGISTRATIONS

Trademark	Country	Registration No.	Registration Date
ALCO LOCOMOTIVE & GEAR DEVICE	Argentina	1,611,416	January 25, 1955
ALCO	Argentina	1,172,812	January 25, 1955
ALCO	Argentina	1,265,866	October 5, 1972
ALCO	Argentina	1,265,867	January 15, 1988
ALCO IN DESIGN	Brazil	16,373,337	July 4, 1995
ALCO	Bulgaria	13099	November 10, 1981
ALCO	Canada	374,919	October 26, 1990
ALCO	Chile	440,169	November 16, 1984
ALCO	Finland	73201	May 20, 1980
ALCO	France	1,492,208	October 8, 1968
ALCO	Germany	642,984	March 10, 1980
ALCO	Greece	54114	July 17, 1976
ALCO	Hungary	121,996	January 24, 1980
ALCO	Indonesia	267,593	May 26, 1980
ALCO	Indonesia	267,594	May 26, 1980
ALCO	Pakistan	54503	November 7, 1970
ALCO	Peru	39831	February 16, 1976
ALCO	Peru	39832	February 16, 1976
ALCO	Romania	13654	May 15, 1981
ALCO	Spain	627,943	July 6, 1973
ALCO	U.K.	1,040,439	January 18, 1980

Trademark	Country	Registration No.	Registration Date
ALCO	U.K.	1,040,440	January 18, 1980
ALCO	U.S.A.	573,224	April 14, 1953
ALCO	U.S.A.	578,534	August 11, 1953
ALCO	Uruguay	277,442	July 29, 1985
ALCO	Russia	66974	July 17, 1980

ASSIGNMENT OF TRADEMARKS AND
REGISTRATIONS THEREOF


THIS ASSIGNMENT, dated as of September 27, 1997, is executed by General Electric Canada Inc., a corporation organized and existing under the laws of Canada (hereinafter referred to as "Assignor"), in favor of Coltec Industries Inc, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania (hereinafter referred to as "Assignee"), acting through its Fairbanks Morse Engine Division, having offices at 701 White Avenue, Beloit, Wisconsin 53511.

WHEREAS, Assignor is the owner of the trademarks and any registrations thereof set forth in Schedule 1 attached hereto and is desirous of acquiring certain of Assignor's rights in said trademarks; and

WHEREAS, by and through an Assignment and License Agreement dated September 27, 1997 Assignor transferred to Assignee all Assignor's right, title and interest in and to the trademarks and any registrations thereof set forth in Schedule 1 attached hereto, subject to the conditions of said Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the trademarks, and any registrations thereof set forth in Schedule 1 attached hereto together with the goodwill of the business symbolized by said trademarks and all registrations thereof, subject to the Assignment and License Agreement and Asset Purchase Agreement dated September 27, 1997 entered into between Assignor and Assignee, including, without limitation, all rights retained by Assignor and all rights granted by Assignee in the aforesaid Assignment and License Agreement and Asset Purchase Agreement and the other Transaction Documents, as defined therein. This Assignment shall not affect any rights previously granted to another.

GENERAL ELECTRIC CANADA INC.

By: 

Name: Michael N. Davies

Title: Vice President and Secretary

and

By: 

Name: Barbara McFadden

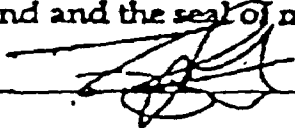
Title: Associate Secretary

In the City of Mississauga

County of Peel)

On this 24th day of September, 1997, before me personally
appeared Michael N. Davies and
Barbara McFadden, who acknowledged themselves to be
Vice President and Secretary and
Associate Secretary, respectively, of General
Electric Canada Inc. and that, as such, they are authorized to execute the
foregoing instrument for the purposes therein contained.

In witness whereof I hereunto set my hand and the seal of my office.



(SEAL)