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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #40

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To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20531, and a copy thereof.

1. Name of conveying party(ies):

DRESSER INDUSTRIES, INC.
2601 Beltline Road
Carrollton, TX 75006

Wald 10.27.99

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

2. Name and address of receiving party(ies):

DRESSER EQUIPMENT GROUP, INC.
2601 Beltline Road
Carrollton, Texas 75006

- Individual
- General Partnership
- Corporation-State Delaware
- Other
- Citizenship
- Association
- Limited Partnership

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: August 22, 1999

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1132562, 691137, 1582220, 1618585, 1141140, 1130705, 891975, 1596178, 524486, 692754, 1835998

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

Name: Carolyn Sue Waldo
Internal Address: Dresser Equipment Group, Inc.
1-B-121
Street Address: 2601 Beltline Road
City: Carrollton
State: TX Zip: 75006

6. Number of applications and registrations involved:

11

7. Amount of fee enclosed or authorized to be charged:
\$ Required Recording Fees

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 02-1031

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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.

Carolyn Sue Waldo

Name of Person Signing

Total number of pages including cover sheet: 4

Carolyn Sue Waldo 10/27/99
Signature Date

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks

Box Assignments

Washington, D.C. 20231

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TRADEMARK
REEL: 001998 FRAME: 0937

TRADEMARK ASSIGNMENT

WHEREAS, DRESSER INDUSTRIES, INC., a corporation of the State of Delaware, having a place of business at 2601 Beltline Road, Carrollton, Texas 75006 (hereinafter called "ASSIGNOR") is the owner, by assignment or agreement, of all right, title and interest in and to the United States and Trademark Registrations listed on Exhibit A (hereinafter referred to as "TRADEMARKS"):

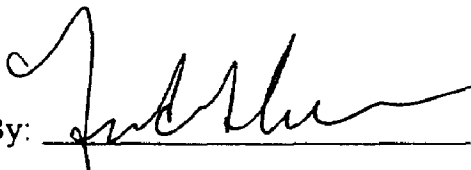
WHEREAS, DRESSER EQUIPMENT GROUP, INC., a corporation of the State of Delaware, having a place of business at 2601 Beltline Road, Carrollton, Texas 75006 (hereinafter called "ASSIGNEE"), is desirous of acquiring the ASSIGNOR's entire right, title and interest in and to said TRADEMARKS and the goodwill connected therewith.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby Sell, Assign, and Transfer to ASSIGNEE, its successors and assigns ASSIGNOR's entire worldwide right, title and interest in and to said TRADEMARKS (subject only to outstanding license agreements) together with the goodwill connected therewith, and the right to recover for past infringements of TRADEMARKS, the same to be held and enjoyed by the ASSIGNEE for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives;

ASSIGNOR hereby covenants that it has the full right to convey the interest in said TRADEMARKS herein assigned, and that it has not executed, and will not execute, any agreement in conflict herewith;

ASSIGNOR further agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances and perform all such other acts as may reasonably be required to transfer and assign all of ASSIGNOR's right, title and interest in and to and under said TRADEMARKS.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this assignment to be executed by its duly authorized officer as of this 21 day of Oct., 1999

By: 

Lester L. Coleman
Sr. Vice President & Assistant Secretary
Dresser Industries, Inc.

THE STATE OF TEXAS §
 §
COUNTY OF §

BEFORE ME, the undersigned authority, on this day personally appeared Lester L. Coleman, Sr. Vice President and Assistant Secretary of Dresser Industries, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 21st day of Oct.,
1999


Notary Public

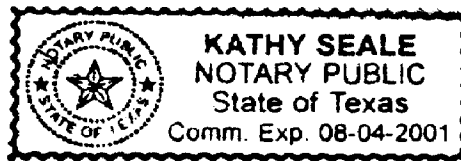


EXHIBIT A

TRADEMARK ASSIGNMENT

The following trademarks are hereby assigned from DRESSER INDUSTRIES, INC. to DRESSER EQUIPMENT GROUP, INC.

<u>Mark</u>	<u>Registration No.</u>	<u>Date Registered</u>
NIL-COR	1132562	April 8, 1980
HANDIBAND	691137	January 12, 1960
LINCOLNLOG	1582220	February 13, 1990
VRT	1618585	October 23, 1990
DECADE	1141140	November 4, 1980
SPENCO & Design	1130705	February 12, 1980
WAYNE	891975	June 2, 1970
CUSTOM CONTROL	1596178	May 15, 1990
ENGINATOR	524486	April 25, 1950
ENGOMATIC	692754	February 9, 1960
THE MUNCHER	1835998	May 10, 1994