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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year _____

Name Penn Engineering & Manufacturing Corp.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name PEM Management, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) Suite 900

Address (line 2) 300 Delaware Avenue

Address (line 3) Wilmington Delaware 19801
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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FOR OFFICE USE ONLY

Fee OK

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 document 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. 20231 and 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 documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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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

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 Number(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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,299,678"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Gregory J. Gore
Name of Person Signing


Signature

1/5/00
Date Signed

ASSIGNMENT AGREEMENT

This Assignment Agreement is made and entered into as of this 4th day of January 2000, between Penn Engineering & Manufacturing Corp., a Delaware corporation, with principal offices at 5190 Old Easton Road, Danboro, Pennsylvania 18916 ("Penn Engineering"), and PEM Management, Inc., a Delaware corporation, with its only office at 300 Delaware Avenue, Suite 900, Wilmington, Delaware 19801 ("Management").

BACKGROUND

The background of this Assignment Agreement is that the parties hereto have entered into a Subscription Agreement dated as of April 19, 1995 (the "Subscription Agreement"), under which Penn Engineering has agreed to transfer to Management all of its ownership, right, title, and interest in certain Penn Engineering intellectual property. As an additional capital contribution, by this Assignment, Penn Engineering hereby transfers unto Management U.S. Trademark Registration No. 2,299,678, entitled SERIES 4®.

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 Engineering hereby assigns, transfers and conveys to Management all right, title and interest in and to U.S. Trademark Registration No. 2,299,678, entitled SERIES 4®.

B) Management hereby assumes all liabilities and obligations, and acknowledges existing encumbrances, if applicable, existing or arising in connection with the assignment described in Paragraph (A) hereof, except as otherwise agreed in writing by the parties.

C) Without limiting the foregoing provisions, Penn Engineering agrees to take whatever further action is deemed necessary or appropriate by Management to properly and completely effect the transfer to Management of the Trademarks and to establish full custody and ownership of such Trademarks by Management.

D) This assignment Agreement 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 Agreement as of this 4th day of JANUARY, 2000, and affixed their respective corporate seals hereto.

[SEAL]

Attest:

Penn Engineering & Manufacturing Corp.

By: [Signature]

By: [Signature]
Kenneth A. Swanstrom, Chairman/CEO

[SEAL]

Attest:

PEM Management, Inc.

By: [Signature]

By: [Signature]
Leon M. Attarian, Assistant Secretary