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03-23-2000

02-14-2000

U.S. Patent & TMOfo/TM Mail RcptDt. #22



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2/14/00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

03/23/2000 DCOATES 00000003 75423407

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
525.00 DP

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

TRADEMARK
REEL: 002038 FRAME: 0341

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

Elizabeth S. Perdue

Address (line 1)

McBride Baker & Coles

Address (line 2)

500 W. Madison St., 40th Flr.

Address (line 3)

Chicago, IL 60661

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)

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.

Elizabeth S. Perdue, Attorney

Name of Person Signing

Signature

2/11/2000

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **SDI Operating Partners, L.P.**

02/04/00

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization **Delaware**

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name **Kar Products, Inc.**

DBA/AKA/TA

Composed of

Address (line 1) **461 North Third Ave.**

Address (line 2)

Address (line 3) **Des Plaines** **IL, U.S.A.** **60016**
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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization **Delaware**

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)

1649272	1952152	1649933
1647219	1647195	1689839
1713003	1686036	1687566
1724975	1719956	1684993

AFFIDAVIT RE ASSIGNMENT OF TRADEMARKS

MARKS: See attached Exhibit A
OWNER OF RECORD: SDI Operating Partners, L.P., a Delaware limited partnership, now dissolved

ASSIGNEE: Kar Products Inc., a Delaware corporation

TO: Assistant Commissioner of Patents and Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513



02-14-2000
U.S. Patent & TMOtc/TM Mail Rcpt Dt. #22

STATE OF PENNSYLVANIA)
)
) SS
COUNTY OF PHILADELPHIA)

Joseph M. Corvino, being duly sworn, states as follows:

1. SDI Operating Partners, L.P., a Delaware limited partnership (“Registrant”), is identified as the owner of record for the federal trademark registrations and applications on the Principal Register of the United States Patent and Trademark Office and the federal registrations under the United States Fastener Quality Act identified on Exhibit A (collectively, the “Trademarks”). Through a series of internal corporate reorganizations, described more fully in paragraph 2 below, ownership of the Trademarks and all goodwill associated therewith has been transferred to Kar Products Inc., a Delaware corporation.
2. Through the following series of internal reorganizations, ownership of the Trademarks and all goodwill associated therewith was transferred from Registrant to Kar Products Inc.:
 - a. Prior to December 31, 1998, the sole general partner of Registrant was SDI Operating Partners I, L.P., a Delaware limited partnership (“SDI-1”), and the sole limited partner of Registrant was SunSub A Inc., a Delaware corporation (“SSA”).
 - b. Prior to December 31, 1998, the sole general partner of SDI-1 was SunSub B Inc., a Delaware corporation (“SSB”), and the sole limited partner of SDI-1 was SSA.
 - c. Effective December 31, 1998, SSA merged with and into SSB, with SSA being the surviving entity of such merger, pursuant to a Certificate of Merger filed with Office of the Delaware Secretary of State, a copy of which is attached hereto as Exhibit B. In accordance with Section 17-801 of the Delaware Limited

EXHIBIT A**UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS**

Mark	Class	Reg. No./Ser. No.	Reg Date
ABRASION II	6	1711132	9/1/92
E-Z WELD	6	1677347	3/3/92
EXTEND-A-LIFE	4	1663914	11/12/91
IMPACT II	6	1680959	3/31/92
K and design	Various	1010662	5/13/75
KAR	Various	1702681	7/28/92
KAR TITE ALLOY	6	1517764	12/27/88
KAR-STEP	6	1652888	8/6/91
KARALLOY	6, 8	983144	5/7/74
KARALLOY	6	1649272	7/2/91
KARALLOY +	6	1952152	1/30/96
KARALLOY PLUS	6	1649933	7/9/91
KARFLEX	8	1647219	6/11/91
KARSERT	6	1647195	6/11/91
KARTITE	6	Pending application 75/423407	Filed 12/11/97
M POINT and design	7	1689839	6/2/92
POSI-WELD	6	1713003	9/8/92
POWER CORE II	7	1686036	5/12/92
RAPIDREAMER AND DESIGN	7	1687566	5/19/92
SUPER TENSILE	6	1724975	10/20/92
ULTRONIC	9	1719956	9/29/92
WET-CUT	3	1684993	5/5/92

U.S.**FASTENER QUALITY ACT REGISTRATIONS AND APPLICATIONS**

Mark	Number	Date of Registration
K and design	Based on TM Reg. 1010662	3/17/97
KAR	Based on TM Reg 1702677	3/17/97
KARTITE ALLOY	Based on TM Reg 1517764	3/17/97
KAR-STEP	Based on TM Reg 1652888	3/17/97
KARALLOY	Based on TM Reg 983144	3/31/97
KARALLOY +	Based on TM Reg	3/17/97

	1952152	
KARALLOY PLUS	Based on TM Reg 1649933	3/17/97
KARSERT	Based on TM Reg 1647195	3/17/97
KARTITE	Pending application based on TM app SN 75/423407	Filed 3/23/98

EXHIBIT B

CERTIFICATE OF MERGER

OF

**SUNSUB B INC.
(a Delaware corporation)**

INTO

**SUNSUB A INC.
(a Delaware corporation)**

Pursuant to Sections 103 and 251(c) of the General
Corporation Law of the State of Delaware

SunSub A Inc., a Delaware corporation, which desires to merge with SunSub B Inc., a Delaware corporation, pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SunSub A Inc.	Delaware
SunSub B Inc.	Delaware

SECOND: An Agreement of Merger, dated December 31, 1998, between the Constituent Corporations (the "Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation shall be SunSub A Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of SunSub A Inc., except that Section 4 thereof shall be amended and restated in its entirety to read as follows:

Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is Two Thousand (2,000) shares of Common Stock, with a par value of \$.01 per share.

FIFTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 3000 One Logan Square, Philadelphia PA 19103.

SIXTH: A copy of the executed Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Merger shall become effective at 11:59 p.m. on December 31, 1998.

IN WITNESS WHEREOF, SunSub A Inc. has caused this Certificate of Merger to be signed by its Vice President as of this 31st day of December, 1998.

SUNSUB A INC.
a Delaware corporation

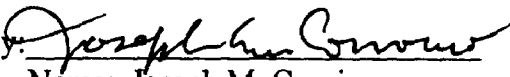
By: 
Name: Joseph M. Corvino
Title: Vice President

EXHIBIT C

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made and entered into as of the 31st day of December, 1998, by SunSub A Inc., a Delaware corporation ("Assignor") with its principal place of business at at One Logan Square, Suite 3000, Philadelphia, Pennsylvania, 19103, in favor of SunSource Industrial Services Company, Inc, a Delaware corporation ("Assignee") with its principal place of business at at One Logan Square, Suite 3000, Philadelphia, Pennsylvania, 19103.

BACKGROUND

A. Assignor, as the successor of SDI Operating Partners, L.P. pursuant to a merger, is the owner of the trademarks formerly owned by SDI Operating Partners, L.P., the federal trademark registrations and applications on the Principal Register of the United States Patent and Trademark Office and the federal registrations and applications under the United States Fastener Quality Act identified on Exhibit A (collectively, the "Trademarks") along with the goodwill associated therewith;

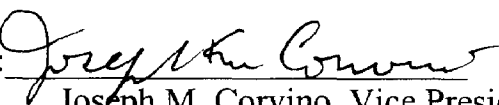
B. Assignor is the owner of all right, title, and interest in and to the Trademarks and the associated goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns exclusively to Assignee, its successors and assigns, all right, title, and interest in and to the Trademarks, and all registrations and applications therefor, together with the goodwill of the business symbolized by the Trademarks.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademark, effective as of the date first above written.

ASSIGNOR

SunSub A Inc.

By: 
Joseph M. Corvino, Vice President

ASSIGNEE

SunSource Industrial Services Company, Inc.

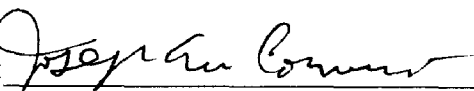
By: 
Joseph M. Corvino, Vice President-
Finance

EXHIBIT A
UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

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KARSERT	6	1647195	6/11/91
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KARALLOY +	Based on TM Reg 1952152	3/17/97
KARALLOY	Based on TM Reg	3/17/97

PLUS	1649933	
KARSERT	Based on TM Reg 1647195	3/17/97
KARTITE	Pending application based on TM app SN 75/423407	Filed 3/23/98

EXHIBIT D

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made and entered into as of the 31st day of December, 1998, by SunSource Industrial Services Company, Inc., a Delaware corporation ("Assignor") with its principal place of business at One Logan Square, Suite 3000, Philadelphia, Pennsylvania, 19103, in favor of Kar Products Inc., a Delaware corporation ("Assignee") with its principal place of business at 461 North Third Avenue, Des Plaines, Illinois, 60016.

BACKGROUND

A. Assignor is the owner by assignment from SunSub A Inc. of the trademarks, the federal trademark registrations and applications on the Principal Register of the United States Patent and Trademark Office and the federal registrations and applications under the United States Fastener Quality Act identified on Exhibit A (collectively, the "Trademarks") along with the goodwill associated therewith;

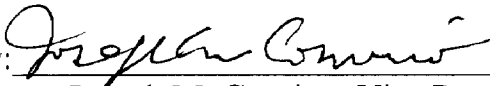
B. Assignor is the owner of all right, title, and interest in and to the Trademarks and the associated goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns exclusively to Assignee, its successors and assigns, all right, title, and interest in and to the Trademarks, and all registrations and applications therefor, together with the goodwill of the business symbolized by the Trademarks.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Trademark, effective as of the date first above written.

ASSIGNOR

SunSource Industrial Services Company, Inc.

By: 
Joseph M. Corvino, Vice President-
Finance

ASSIGNEE

Kar Products Inc.

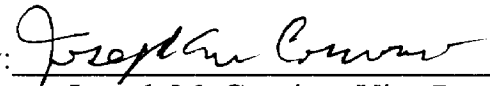
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PLUS	1649933	
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