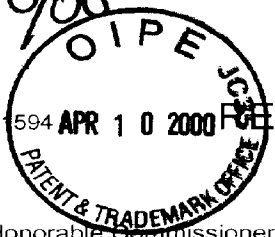


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SHEET

U.S. Department of Commerce Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

<p>1. Name of conveying party(ies): Allan M. Shine (as receiver for Marshall & Williams Company)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Marshall & Williams Products, Inc.</u> Internal Address: Street Address: <u>c/o 7701 Forsyth Boulevard</u> City: <u>St. Louis</u> State: <u>Missouri</u> Zip: <u>63105</u> Country: <u>U.S.A.</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: _____ <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the U.S., a domestic representative designation is attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional name(s) & address(es) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>February 17, 2000</u></p>	
<p>4. Application Number(s) or Registration Number(s): A. Trademark Application No.(s): B. Trademark Registration No.(s): <u>1,193,122; 1,240,010; 1,063,252; 980,990; 960,350.</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party whom correspondence concerning document should be mailed: DICKSTEIN SHAPIRO MORIN & OSHINSKY Internal Address: <u>Atty. Dkt.: F8801.0801</u> <u>Attn: William E. Powell III</u> Street Address: <u>2101 L Street NW</u> City: <u>Washington</u> State: <u>DC</u> Zip: <u>20037 - 1526</u></p>	<p>6. Total Number of applications and registrations involved: <u>5</u></p> <p>7. Total fee (37 C.F.R. 3.41) \$ <u>140.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No. <input checked="" type="checkbox"/> Credit any overpayment; Debit any underpayment.</p> <p>8. Deposit Account Number: 04-1073</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature: <i>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.</i></p> <p>William E. Powell III <u>W.E. Powell III</u> April 10, 2000 Name of Person Signing Signature Date</p> <p>Reg. No. 39,803</p>	
<p>Total number of pages including cover sheet, attachments, and document: <u>7</u></p>	

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ASSIGNMENT

(U.S. and Foreign Trademarks)

THIS ASSIGNMENT, made this 17th day of February, 2000, by Allan M. Shine, in his capacity as Receiver (hereinafter referred to as the "Assignor") for Marshall and Williams Company, a corporation having offices in Providence, Rhode Island and Greenville, South Carolina, witnesseth:

WHEREAS, Marshall and Williams Company, a corporation having offices in Providence, Rhode Island and Greenville, South Carolina, has adopted and is using the Marks set forth in SCHEDULE A hereof which they have used in various countries throughout the world including the United States; and

WHEREAS, Marshall & Williams Products, Inc., a Delaware corporation having a business address at c/o Harbour Group Industries, Inc., 7701 Forsyth Boulevard, St. Louis, Missouri (hereinafter referred to as the "Assignee"), desires to acquire the Marks and the goodwill of the business associated with the Marks.

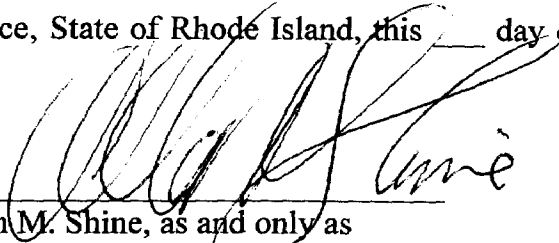
NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and pursuant to and by the authority of said Assignor by Order of the Providence Superior Court of the State of Rhode Island entered on the 10th day of February, 2000, and confirmed by the South Carolina Court of Common Pleas entered on the 15th day of February, 2000, in the receivership proceeding pending before those Courts, docketed as P.M. No. 99-5956 in Rhode Island and 2000-CP-23-378 in Greenville, South Carolina, the Assignor does hereby assign and transfer to the Assignee, its successors, legal representatives and assigns, free and clear of interests, claims, liens and encumbrances, Assignor's entire right, title and interest, if any, in and to the registrations for said Marks and all of its right, title and interest, if any, 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.

[Signatures on separate pages]

ASSIGNOR:

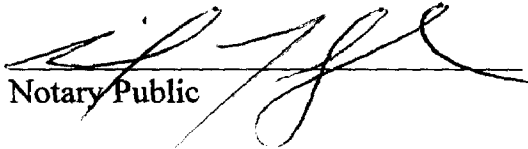
Signed at Providence, in the County of Providence, State of Rhode Island, this _____ day of February, 2000.



Allan M. Shine, as and only as
Receiver of Marshall and
Williams Company, and not individually.

State of Rhode Island
County of Providence

On this 17th day of February, 2000, personally before me came Allan M. Shine, in his capacity as Receiver of Marshall and Williams Company, known to me to be the person executing this document in his capacity as said Receiver, and not individually, and, being duly sworn, acknowledged that he executed the same in his said capacity.



Notary Public

Richard J. Land, NOTARY PUBLIC
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
MY COMMISSION EXPIRES: 4/24/01

ASSIGNEE:

Signed at _____, in the County of _____, State of _____,
this ___ day of February, 2000.

MARSHALL & WILLIAMS
PRODUCTS, INC.

By: _____

Type Name: _____

Title: _____

State of
County of

On this ___ day of February, 2000, personally before me came _____,
known to me, and known to me to be the person described and who signed this document and known
to me to be duly authorized to execute this document on behalf of Marshall and Williams Products,
Inc., and, being duly sworn, acknowledged that he executed the same in said capacity.

Notary Public

SCHEDULE A

REGISTRATIONS, APPLICATIONS AND COMMON LAW MARKS

MARK: CALOREX

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
1,193,122 (canceled)	4/6/82	73/286,004	11/17/80	United States

MARK: COMMAND

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
1,240,010 (canceled)	5/31/83	73/285,270	11/10/80	United States

MARK: PRO-SET

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
1,063,252 (expired)	4/12/77	73/087,024	5/13/76	United States

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MARK: M&W

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
980,990 (expired)	3/26/74	72/425,065	5/22/72	United States

MARK: MW (& Design)

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
960,350 (expired) Common Law	6/5/73	72/404,826	10/12/71	United States

MARK: MARSHALL AND WILLIAMS

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
Common Law				

**MARK: AMERICAN TECHNOLOGY THE DRIVING FORCE FOR A NEW
WORLD MARKET (& Design)**

Reg'n. Number	Date Reg'd	App'n. Number	Filing Date	Country
Common Law				