



TRADE



07-19-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #57

Owner of Patents and Trademark

101447485

1 documents or copy thereof

7.19 00

1. Name of conveying party(ies): W.W. Grainger, Inc.
100 Grainger Parkway
Lake Forest, IL 60045-5201

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

Additional names(s) of conveying party(ies) Yes No

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

Name: Dayton Electric Manufacturing Co.

Internal Address: _____

Street Address: 5959 West Howard Street

City: _____ Miles _____ State: IL ZIP: 60714

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Illinois
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 24, 2000

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

A. Trademark Application No.(s)
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Additional numbers

B. Trademark Registration No.(s)

AIR HANDLER; Reg No.: 1,328,388
ROL-OUT and Design; Reg. No. 1,976,933
TOUGH GUY and Design; Reg. No. 1,978,544

Yes No

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

Name: Linda Urbanik Johnson

Internal Address: Piper Marbury Rudnick & Wolfe

Street Address: P.O. Box 64807

City: Chicago State: IL ZIP: 60664-0807

6. Total number of applications and registrations involved:..... 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed
 Additional fees may be charged to
 Authorized to be charged to deposit account

8. Deposit account number:
18-2284

08/31/2000 INVENTYEN 00000028 1325388

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

Linda Urbanik Johnson Linda Urbanik Johnson July 17, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 3

ASSIGNMENT OF TRADEMARKS

WHEREAS, W.W. Grainger, Inc., an Illinois corporation, having a place of business at 100 Grainger Parkway, Lake Forest, Illinois 60045-5201 ("Assignor"), is the sole and exclusive owner of the trademarks AIR HANDLER, ROL-OUT, and TOUGH GUY including, but not limited to the registrations described on Schedule A attached hereto (the "Marks") and made a part hereof; and

WHEREAS, Dayton Electric Manufacturing Co., an Illinois corporation, having a place of business at 5959 West Howard Street, Niles, Illinois 60714 ("Assignee"), desires to acquire the entire right, title, and interest in, to and under the said Marks and the registrations thereof;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign, transfer, and set over to said Assignee all its right, title, and interest in, to and under said Marks and registrations, together with the goodwill of the business symbolized by the Marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale has not been made.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized.

W.W. GRAINGER, INC.

By: R.D. Pappano
R. D. Pappano *ANN*
Vice President, Financial Reporting

Date: April 24, 2000

SCHEDULE A

Trademark Registrations

<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
AIR HANDLER	United States	1328388	April 2, 1985
AIR HANDLER	Mexico	597239	January 12, 1999
ROL-OUT	Mexico	500631	August 9, 1995
ROL-OUT and Design	United States	1976933	May 28, 1996
TOUGH GUY	Mexico	500631	August 9, 1995
TOUGH GUY and Design	United States	1978544	June 4, 1996