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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

10-23-2000



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
COVER SHEET
JULY

To the Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Plant Engineering Consultants, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 5, 2000

2. Name and address of receiving party(ies)

Name: TB Wood's Enterprises, Inc.

Internal Address: _____

Street Address: 440 North Fifth Avenue

City: Chambersburg State: PA ZIP: 17201

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or Registration number(s):

A. Trademark Application No.(s): _____

B. Trademark Registration No.(s):
2,351,349, registered May 23, 2000

Additional numbers attached? Yes No

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

Name: Russell D. Orkin

Internal Address: Webb Ziesenheim Logsdon
Orkin & Hanson, P.C.

Street Address: 700 Koppers Building
436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach triplicate copy of this page if paying by deposit account)

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.

Randall A. Notzen, Registration No. 36,882 Randall A. Notzen 10/2/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document 2

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335, Washington, D.C. 20231

TRADEMARK
REEL: 002159 FRAME: 0316

ASSIGNMENT

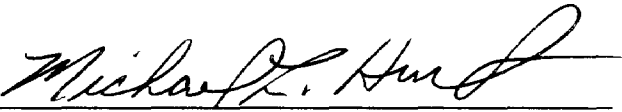
WHEREAS, Plant Engineering Consultants, Inc., a Tennessee corporation, with its principal place of business at 521 Airport Boulevard, Chattanooga, Tennessee 37421 ("ASSIGNOR"), has adopted, owns, and is using the Mark "ULTRA-HELIX" ("the Mark") in connection with the following goods and/or services: Electrical controller for a filament winding machine used in the textile industry; and

WHEREAS, ASSIGNOR owns a Federal registration for "the Mark" on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No. 2,351,349, registered on May 23, 2000; and

WHEREAS, TB Wood's Enterprises, Inc., a Delaware corporation, with its principal place of business at 440 North Fifth Avenue, Chambersburg, Pennsylvania 17201 ("ASSIGNEE"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee all right, title and interest in and to "the Mark", together with the goodwill of the business symbolized by "the Mark", and the registration thereof.

PLANT ENGINEERING CONSULTANTS, INC.

By: 
Name: Michael L. Hurt
Title: President

Date: September 5, 2000