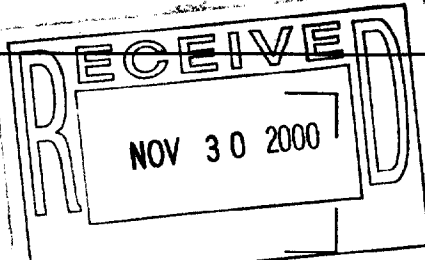


12-19-2000



101545196



11-30-00

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

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

Name: FENDALL COMPANY

Execution Date  
Month Day Year  
08 01 00

Formerly: \_\_\_\_\_

7510645

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

Citizenship/State of Incorporation/Organization: Illinois

Receiving Party

Mark if additional names of receiving parties attached

Name: FENDALL ACQUISITION COMPANY

DBA/AK/A/T/A: \_\_\_\_\_

Composed of: \_\_\_\_\_

Address (line 1): Second and Washington Streets

Address (line 2): \_\_\_\_\_

Address (line 3): Reading PA 19603  
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

12/15/2000 6TON11 00000128 75101045

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
225.00 OP

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:  
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TRADEMARK  
REEL: 002196 FRAME: 0655

**Domestic Representative Name and Address**

Enter for the first Receiving Party only

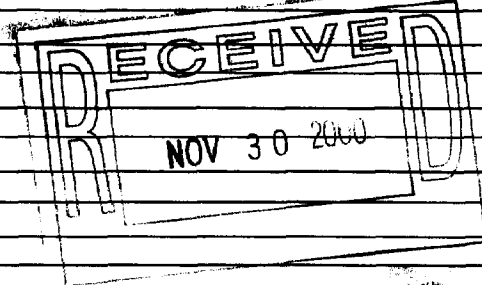
Name

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" value="75/101045"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="824413"/>	<input type="text" value="2209051"/>	<input type="text" value="1830121"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2225522"/>	<input type="text" value="1673924"/>	<input type="text" value="1835982"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2224023"/>	<input type="text" value="2133784"/>	<input type="text" value="823375"/>

**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.

Jenice L. Rutherford

Name of Person Signing

A handwritten signature in cursive script that reads "Jenice L. Rutherford". The signature is written in black ink and is positioned above the printed name.

Signature

11-20-00

Date Signed

## ASSIGNMENT OF REGISTERED TRADEMARKS

ASSIGNMENT OF REGISTERED TRADEMARKS made the 1st day of August, 2000 between FENDALL COMPANY, an Illinois corporation having its principal offices at 5 College Drive, Arlington Heights, Illinois 60004 ("Assignor") and FENDALL ACQUISITION COMPANY, a Delaware corporation having its principal offices at Second and Washington Streets, Reading, Pennsylvania 19603 ("Assignee").

### BACKGROUND

Assignor is the sole owner of the United States Patent and Trademark Office registrations for the trademarks set forth on Schedule "A" attached hereto (the "Scheduled Trademarks").

### AGREEMENT

NOW, THEREFORE, in partial consideration of the Purchase Price (as defined in the Assets Purchase Agreement dated August 1, 2000 among Assignor, Assignee and certain other parties (the "Purchase Agreement")) paid by Assignee to Assignor pursuant to the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby agrees as follows:

1. Assignment. Assignor hereby assigns, transfers, conveys and sets over unto the Assignee, all of Assignor's entire right, title and interest in, to and under the Scheduled Trademarks, together with all of the goodwill of the business associated with the use thereof and symbolized thereby, and all of Assignor's copyrights (including any common law and statutory rights and copyrights which Assignor may have with respect to any photographs, drawings and the like which Assignor uses in connection with the Scheduled Trademarks), registrations, applications, amendments, applications for amendments, designs, trade dress and claims and causes of action (including, without limitation, claims and causes of action for past infringement) relating thereto, and the right to sue and collect damages for any and all past infringements thereof, and any of Assignor's other rights relating thereto (collectively, the "Rights").

2. Further Actions. From time to time after the date hereof, and without further consideration, Assignor shall promptly take such actions and execute and deliver such documents and instruments as the Assignee or its counsel may reasonably request in order to perfect and record the Assignee's ownership rights in the Rights.

3. Counterparts. Each copy of this Assignment which Assignor signs to facilitate recording of the Assignee's interest in the Rights shall be deemed an original.

4. Successors, Etc. This Assignment and all of the terms, covenants and provisions hereof shall inure to the benefit of the Assignee and its successors and assigns and shall be binding upon Assignor and its successors and assigns.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the day and year first above written.

FENDALL COMPANY

By: John R. Lantano  
Name: John R. Lantano  
Title: Chairman of the Board.

SCHEDULE A TO  
ASSIGNMENT OF REGISTERED TRADEMARKS

SCHEDULED TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>	<u>Intl. Class</u>	<u>Registration Date</u>
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United States Registered Trademarks

Mark

Fendall	824,413		
Porta Stream	2,225,522		
Flash Flood	2,224,023		
Best Vue	2,209,051		
Eyesaline	1,673,924		
Pureflow <sub>1000</sub>	2,133,784		
Defend	1,830,121 and 1,835,982		
"F" (logo)	823,375		
Pure Flow <sub>1000</sub> (stylized words letters, numbers)	75/101,045		

Canada Registered Trademarks

Mark

Fendall	157,734		
"F" (logo)	143,308 – case #FT64,0567-CA		