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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1.25.01

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

1. Name of conveying party(ies):
Engineers and Fabricators Co.
c/o United Dominion Industries, Inc.
2300 First Union Center, 301 South College Street
Charlotte, North Carolina 28202-6039

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 13, 1994

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

Name: International Engineers and Fabricators Co.

Internal Address: _____

Street Address: 3501 W. 11th Street

City: Houston State: Texas ZIP: 77008

- Individual(s) citizenship United States _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State 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) 1,148,821

Additional numbers attached? Yes No

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

Name: Glenn S. Bacal, Esq.

Internal Address: Quarles & Brady Streich Lang, LLP

Street Address: One East Camelback Road

Suite 400

City: Phoenix State: Arizona ZIP: 85012

6. Total number of applications and registrations involved:

Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

#17-0055

(Attach duplicate 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.

Glenn S. Bacal
Name of Person Signing

Signature

January 25, 2001
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

WHEREAS, ENGINEERS AND FABRICATORS CO., a Delaware corporation, and THE MARLEY COMPANY, a Delaware corporation (collectively "Assignors"), each with a mailing address of c/o United Dominion Industries, Inc., 2300 One First Union Center, 301 South College Street, Charlotte, North Carolina 28202-6039; (a) are the owners of certain technical and business information relating to the manufacture of shell and tube heat exchangers and feed water heaters and related products and to methods of marketing such apparatus; such information including, but not limited to, designs, drawings, compound cards, blue prints, quality assurance controls, testing techniques, shop routings, marketing books, dealer lists, customer lists, vendor lists and representative lists, and the like (the "Know-How") and may be the owner of certain patent rights in the United States of America and in other countries (the "Patents"); and (b) have adopted, used and are using certain trademarks which are more fully described on Schedule 1 attached hereto and incorporated herein for all purposes (the "Trademarks"); and

WHEREAS, INTERNATIONAL ENGINEERS AND FABRICATORS CO., a Delaware corporation ("Assignee"), with offices at 3501 W. 11th Street, Houston, Texas 77008, is desirous of acquiring the entire interest in the Patents, the Know-How and the Trademarks, and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors do hereby sell, assign and transfer unto Assignee all of their respective rights, title and interest in and to: (a) the Patents, to the full end of the term for which the Patents were granted; (b) the Know-How (and Assignors agree to take any and all reasonable steps necessary to transfer and convey such Know-How to Assignee, including, but not limited to, delivering copies of all such Know-How that is susceptible to copying to Assignee); and (c) the Trademarks, together with any and all goodwill of the business symbolized by the Trademarks and to any registrations thereof.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of this 13 day of July, 1994.

ENGINEERS AND FABRICATORS CO.

By: [Signature]
Its: [Signature]

And

By: [Signature]
Its: Asst. Secretary

THE HARLEY COMPANY

By: *John G. MacKay*
Its: VICE PRESIDENT

And

By: *Robert P. McKinney*
Its: SECRETARY

STATE OF North Carolina §

COUNTY OF Mecklenburg §

This instrument was acknowledged before me on this the 3rd day of July,
1994, by John G. MacKay and
Robert P. McKinney of ENGINEERS AND FABRICATORS CO., a Delaware
corporation, on behalf of said corporation.

Carol L. Matthews
Notary Public in and for
the State of North Carolina

Carol L. Matthews
Printed Name of Notary Public

My Commission Expires:

May 31, 1998

STATE OF North Carolina §

COUNTY OF Mecklenburg §

This instrument was acknowledged before me on this the 3rd day of July,
1994, by Timothy J. Verhagen and
Richard J. Magoo of THE HARLEY COMPANY, a Delaware corporation,
on behalf of said corporation.

Carol L. Matthews

Notary Public in and for
the State of North Carolina

Carol L. Matthews

Printed Name of Notary Public

My Commission Expires:

May 31, 1998

Schedule I

<u>Trademark</u>	<u>Registration No.</u>	<u>Date</u>	<u>Country</u>
EFCO	1,148,821	March 24, 1981	USA