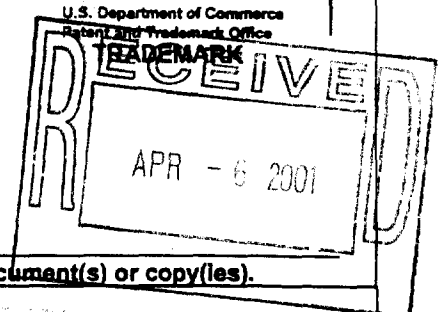


04-19-2001



101680287



4-6-01

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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
02202001

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

04/18/2001 GTON11 00000238 1188411

FOR OFFICE USE ONLY

90E

01 FC:481 40.00 OP
02 FC:482 50.00 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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002273 FRAME: 0928

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

859-244-3239

Name

Robert Fleu

Address (line 1)

2700 Lexington Financial Center

Address (line 2)

Lexington, KY 40507-1749

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

4

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1188411	<input type="text"/>	<input type="text"/>
718210	<input type="text"/>	<input type="text"/>
794004	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90.00

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.

Robert Fleu

4/2/01

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of the 26th day of February, 2001, by and between CENTRAL ENGINEERING COMPANY, INC., a Wisconsin corporation ("Assignor"), and CLEAN EARTH ENVIRONMENTAL GROUP, LLC, a Kentucky limited liability company ("Assignee").

RECITALS

A. Assignor is the registered owner of the trademarks set forth on Exhibit A hereto (the "Trademarks").

B. Assignor and Assignee have entered into a Asset Purchase Agreement, of even date herewith (the "Purchase Agreement") whereby, among other things, Assignor herewith has agreed to sell and assign to Assignee, and Assignee has agreed to acquire from Assignor, the entire right, title and interest of Assignor in and to the Trademarks and registrations therefor, including the goodwill symbolized thereby.

NOW, THEREFORE, for the good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Assignor hereby sells, conveys, transfers, and assigns to Assignee, all of Assignor's right, title and interest in and to the Trademarks and their registrations and the goodwill symbolized thereby, and the right to sue and recover for past infringements and violations thereof, all in accordance with and subject to the Purchase Agreement.


2. Acceptance. Assignee, for itself and its successors and assigns, hereby accepts the within assignment.

3. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware applicable to agreements made and performed entirely with such state.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their authorized representatives on the date first above written.


ASSIGNOR:

CENTRAL ENGINEERING COMPANY, INC.

By: 
Name: David S. Fisher
Title: Treasurer

STATE OF WISCONSIN)
)ss.
COUNTY OF Milwaukee)

On this 20th day of February, 2001, personally appeared before me David J. Fisher who, being by me duly sworn, did say that he is the Treasurer of Central Engineering Company, Inc., ~~and that the seal affixed to the foregoing instrument is the corporate seal and said company,~~ and that said instrument was signed ~~and sealed~~ on behalf of said company by authority of its Board of Directors, and said David J. Fisher acknowledged said instrument to be the free act and deed of said company.



Notary Public, State of Wisconsin
My commission: is permanent

ASSIGNEE:

CLEAN EARTH ENVIRONMENTAL GROUP, LLC

By: _____
Name: _____
Title: _____

STATE OF _____)
)ss.
COUNTY OF _____)

On this _____ day of February, 2001, personally appeared before me _____ who, being by me duly sworn, did say that he is the _____ of Clean Earth Environmental Group, LLC, and that said instrument was signed on behalf of said limited liability company by authority of its _____ and said _____ acknowledged said instrument to be the free act and deed of said limited liability company.

Notary Public, State of _____
My commission: _____

STATE OF WISCONSIN)
)ss.
COUNTY OF _____)

On this _____ day of February, 2001, personally appeared before me _____ who, being by me duly sworn, did say that he is the _____ of Central Engineering Company, Inc., and that the seal affixed to the foregoing instrument is the corporate seal and said company, and that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors, and said _____ acknowledged said instrument to be the free act and deed of said company.

Notary Public, State of Wisconsin
My commission: _____

ASSIGNEE:

CLEAN EARTH ENVIRONMENTAL GROUP,
LLC

By: James A. Thompson
Name: James A. Thompson
Title: Manager

STATE OF Kentucky)
)ss.
COUNTY OF Fayette)

On this 20th day of February, 2001, personally appeared before me James A. Thompson who, being by me duly sworn, did say that he is the Manager of Clean Earth Environmental Group, LLC, and that said instrument was signed on behalf of said limited liability company by authority of its Manager and said Manager acknowledged said instrument to be the free act and deed of said limited liability company.

Dennis Beall
Notary Public, State of Kentucky
My commission: 3-1-04

EXHIBIT A

TRADEMARKS

U.S. Registration 1,188,411 on the mark VAC-ALL in International Class 7 for Vehicle Mounted Street and Highway Cleaners, Vehicle Mounted Sewer Cleaners, Vehicle Mounted Industrial Vacuum Cleaners, and Stationary Industrial and Municipal Vacuum Cleaners.

U.S. Registration 718,210 on the mark VAC-ALL in International Class 7 for Vehicle Mounted Street and Highway Cleaners.

U.S. Registration 794,004 on the mark SELECTO-SPREADER in International Class 7 for Vehicle Mounted Granular Material Spreaders.