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(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
 AGI Holdings Inc. (formerly  
 American Granby Inc.)

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Rhode Island  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Amtrol Inc.  
 Internal  
 Address: \_\_\_\_\_

Street Address: 1400 Division Road  
 City: West Warwick State: RI Zip: 02893

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Rhode Island  
 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

3. Nature of conveyance: 4-30-01

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: April 19, 2001

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

A. Trademark Application No.(s)

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)

1488302
971741
1205332
1540345
1307919
1445781

5. Name and address of party to whom correspondence  
 concerning document should be mailed:  
 Name: Jeffrey Parnass  
 Internal Address: \_\_\_\_\_

Street Address: Fish & Neave  
1251 Avenue of the Americas

City: New York State: NY Zip: 10020

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

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
06-1075 165E

(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.*

Vincent N. Palladino      *V. Palladino*      April 25, 2001  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 4

05/07/2001 TDIAZI 00000197 1488302

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

01 FC:481 40.00 OP  
 02 FC:482 125.00 OP

U.S. TRADEMARK ASSIGNMENT

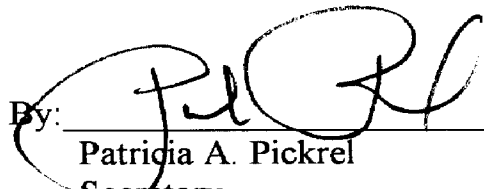
WHEREAS, American Granby Inc., a Rhode Island corporation having its principal place of business at 1400 Division Road, West Warwick, Rhode Island, which is now known as AGI Holdings Inc. ("Assignor"), is the owner of all right, title and interest in and to the trademarks listed on the attached Exhibit 1, the registrations identified on Exhibit 1 and the goodwill represented by said trademarks;

WHEREAS, Amtrol Inc. ("Assignee"), a Rhode Island corporation having its principal place of business at 1400 Division Road, West Warwick, Rhode Island, wishes to acquire the trademarks listed on the attached Exhibit 1, the registrations thereof and the goodwill represented thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the trademarks listed on the attached Exhibit 1, the registrations thereof and the goodwill represented by said trademarks, together with the right to sue for and to collect damages for past infringements of said trademarks.

AGI HOLDINGS INC.

Dated: April 19, 2001

By:   
Patricia A. Pickrel  
Secretary



**Exhibit 1**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>International Class</u></b>
FAS'N-TITE	971,741	1
MEDALLION	1,205,332	11
CHAMPION	1,307,919	11
POOL PRO COMBO	1,445,781	1
WEL-FLO & Design	1,488,302	11
PLUMB FLO & Design	1,540,345	11