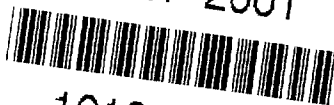


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DEPARTMENT OF COMMERCE
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GRASEBY CONTROLS INCORPORATED

8-1301

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

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

2. Name and address of receiving party(ies)

Name: TB WOOD'S NORTH CAROLINA, INC.

Internal
Address: _____

Street Address: 100 BONITA DRIVE

City: GREENSBORO State: NC Zip: 27405

- Individual(s) citizenship _____
- 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

3. Nature of conveyance:

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

Execution Date: OCTOBER 9, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1164393
1205296
1686040

Additional number(s) attached Yes No

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

Name: SCOTT F. LANDIS

Internal Address: BARLEY, SNYDER, SENFT &
COHEN, LLC

Street Address: 126 EAST KING STREET

City: LANCASTER State: PA Zip: 17601

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

SCOTT F. LANDIS
Name of Person Signing

Scott F. Landis
Signature

8/10/01
Date

Total number of pages including cover sheet, attachments, and document: 1

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