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J	Composed of	_			
	Address (ine 1)	4360 Browns	oro Road		
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,	Address (line 2)		P.O. Box 35120		7/0232
	<b>-</b> -	Suite 300.		KA SERVCOUNTA	40232 Zip Gode
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Name [			
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Address (line 4)	ent Name and Address Area Code	312 984-	3612
correspond		e and Telephona Number 312 964-	
Name (	John G. Bisbikis, Esq.		
Address (line 1)	McDermott, Will & Emery		
Address (line 2)	ZZ/ W. Monroe Street		
Address (line 3)	Suire 4400		
Address (line 4)	Chicago, IL 60606		
Pages	Enter the total number of pages of the including any attachments.	he attached conveyance document	# 3
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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.  John G. Bisbikis  John G. Bisbikis			
	of Passas Signing	Signature	Date Signed
Ciass m Commis Aringon DATE DI SIGNATI	or certify that this correspondence in being of with the United States Postel Service as first all in an envalope addressed to : Assistant element for Trademarks, 2000 Crystal Drive.  VA 22202 - 3513, on:  DEPOSIT:  12/14/17  JRE:  12/14/74	TOADE	

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TRADE	MARKS ONLY  Please record the attached original document(s) or copy(ies).		
Submission Type	Conveyance Type		
New	Assignment License		
Resubmission (Non-Recordation) Document ID #	Security Agreement Nunc Pro Tunc Assignment  Effective Date  Month Day Year		
Correction of PTO Error Res! # Frame #	Merger Change of Name		
Corrective Document Reel # 2003 Frame # 0493	Other		
Conveying Party	Stark if substitional names of dustybying parties structed Execution Date Month Day Year		
Name After Pumps, Inc.	10 30 2001		
Formerly Oberdorfer Pumps, Inc.			
Individual General Partnership	Limited Partnership Corporation Association		
Other			
Citizenship/State of Incorporation/Organize	tion New York		
Receiving Party	Mark if wilditional names of receiving parties attached		
Name Thomas-Oberdorfer Pumps, Inc.			
DBAVAKA/TA			
Composed of			
Address (line 1) 4350 Brownsboro Road, Suite 300			
Address tine 2 P.O. Box 35120			
Address (line 3) Louisville	KY 40232		
Individual General Partnership Limited Partnership If document to be receiving party is			
Corporation Association not domiciled in the United States, an appointment of a domestic			
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Domestic Representative Nan	ne and Address Enter for the first R	eceiving Party only.
Name		
Address (line 1)	10 mm in 10	
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Address (line 3)		
Address (line 4)	4-7-	
Correspondent Name and Add	17965 Ares Code and Telephone Number (41	4) 277-5875
Name Marta S. Levine, Esq.		
Address (une 1) Quaries & Brady LLP		
Address (zine 2) 411 East Wisconsin Av	/enue	
Address (line 3)		
Address (line 4) Milwaukee, WI 53202		
	r of pages of the attached conveyance do	cument # 2
including any attachn Trademark Application Numbe		Merk if additional numbers stroked
* *	iber <u>or the Registration Number (DO NOT ENTER BO)</u>	
Trademark Application Nu	ımber(s)   Regist	ration Number(s)
	1,631,334	1,721,420
	1,329.258	1,721,417
	1,727,057	
Number of Properties Enter th	e total number of properties involved.	# 5
Fee Amount for Properties Listed (37 CFR 3.41): \$ 140.00		
Deposit Account	Enclosed Deposit Account	175.55
(Exter for payment by deposit account or	r IV additional fees can be charged to the account.)  Deposit Account Number:	# 17-0055
	Authorization to charge additional feet:	Yes V 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.		
Marta S. Levine	mainheurio	November <b>7</b> , 2001
Name of Person Signing	Signature	Date Signed

### TRADEMARK ASSIGNMENT

WHEREAS, Oberdorfer Pumps, Inc. a Delaware corporation (the "Assignor"), has adopted and used and is the sole and exclusive owner of the trademarks and related registrations listed in the attached Schedule A (the "Trademarks"), and of all of the goodwill of the business appurtenant thereto; and

WHEREAS, Thomas-Oberdorfer Pumps, Inc. (the "Assignee"), a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at 4360 Brownsboro Road, Suite 300, Post Office Box 35120, Louisville, Kentucky, wishes to acquire the Trademarks, together with all of the goodwill of the business connected to the Trademarks, from Assignor;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00), and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto the Assignee, the entire right, title and interest in and to the Trademarks, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, the Assignor hereby warrants and covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

AND, Assignor agrees to execute any instruments and to perform any acts which may be necessary to fully effectuate and record this Assignment.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be executed by its duly authorized representatives effective this **22Ni)** day of October, 1999.

OBERDORFER PUMPS, INC.

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### Confirmatory Assignment of Trademarks

This Confirmatory Assignment of Trademarks is made by After Pumps, Inc., formerly known as Oberdorfer Pumps, Inc., a New York corporation located at 7130 Woodchuck Hill Road, Fayetteville, New York 13066 ("After Pumps") and Thomas-Oberdorfer Pumps, Inc., a Delaware corporation located at 4360 Brownsboro Road, Suite 300, Post Office Box 35120, Louisville, Kentucky, 40232 ("Thomas-Oberdorfer").

Whereas, After Pumps is the owner of the trademarks and related registrations listed in the attached Schedule A, and the goodwill of the business associated therewith (the "Trademarks"), and Thomas-Oberdorfer wishes to acquire the Trademarks.

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, After Pumps agrees to sell, assign and transfer to Oberdorfer-Pumps as of October 22, 1999, and does hereby sell, assign, and to Oberdorfer-Pumps, After Pumps' entire right, title, and interest in and to the Trademarks, and any right it may have, in law or in equity, for claims and damages for past infringement of the Trademarks.

In witness whereof, After Pumps has caused this Confirmatory Assignment of Trademarks to be executed by its duly authorized representative as of the date written below.

	After Pumps, Inc. (f/k/a Oberdorfer Pumps, Inc.)	
	By: Kevin Digney, Presiden	
	Date: 10-30	, 2001
STATE OF NEW YORK )		
ONONDAGA COUNTY )		
Personally came before me this named individual, to me known to the be	30th day of <u>Calaber</u>	, 2001, the above- Assignment of
Trademarks and acknowledged the same.	Notary Public. State of New York	LINDA P. HERLIHY Notary Public, State of New York UNITARIES OF Own, Ca. No. DIMPROPRISE
(SEAL)	My Commission Expires: 10/31/	On Commission Expires Octabor \$1,3003

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# Schedule A To Confirmatory Assignment of Trademarks

#### Table of Trademarks

Trademark	US. Trademark Registration No.
CHEMSTEEL	1,631,334
GEARIRON	1,329,258
Miscellaneous Design (black trapezoid within black circle on white background)	1,727,057
O Stylized	1,721,420
O and Design	1,721,417

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\*\* TOTAL PAGE.05 \*\*

## Schedule A "Trademarks"

<u>Trademark</u>	U.S. Patent and Trademark Office Registration No
O (stylized)	1,721,420
Miscellaneous Design (black trapezoid within black circle on white background)	1,727,057
O and design	1,721,417
CHEMSTEEL	1,631,334
GEARIRON	1,329,258

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RECORDED: 12/17/1999

**RECORDED: 11/28/2001** 

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TRADEMARK

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