

FORM PTO-1618A
Expires 05/30/99
OMB 0651-0027

12-27-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
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NRD 12-17-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) of property(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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
10 22 1999

Name Oberdorfer Pumps, Inc.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Thomas-Oberdorfer Pumps, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4360 Brownsboro Road

Address (line 2) Suite 300, P.O. Box 35120

Address (line 3) Louisville
City

KY

State/Country

40232

Zip Code

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

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.)

12/23/1999

INQUIRY 8000022-130806 1781420

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01 FC:481
02 FC:482

40.00 CH
100.00 CH

Public notice regarding this collection of information is addressed to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and generating 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 Profile. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002006 FRAME: 0493

REEL: 002375 FRAME: 0112

700008911

FORM PTO-1618B
Expires 06/30/99
CLASS 0941-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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" value="1721420"/>	<input type="text" value="1631334"/>	<input type="text" value="1721417"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1727057"/>	<input type="text" value="1329258"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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.

John G. Bisbikis 

Name of Person Signing Signature Date Signed

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2800 Crystal Drive, Arlington, VA 22202 - 3513, on:

DATE OF DEPOSIT:

SIGNATURE:

DATE OF SIGNATURE:

11/07/2001
700008563

FORM PTO-1618A
Replaces OMB 09/20/99
OMB 0991-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 # 2003 Frame # 0493

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

Name After Pumps, Inc. Execution Date
Month Day Year 10 30 2001

Formerly Oberdorfer Pumps, Inc.

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization New York

Receiving Party Mark if additional names of receiving parties attached

Name Thomas-Oberdorfer Pumps, Inc.

DBA/KA/TA _____

Composed of _____

Address (line 1) 4360 Brownsboro Road, Suite 300

Address (line 2) P.O. Box 35120

Address (line 3) Louisville KY 40232
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware


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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 (0991-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0991-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002375 FRAME: 0114

FORM PTO-1618B <small>CLASSIC DESIGN CLASS ONLY</small>	Page 2	<small>U.S. Department of Commerce Patent and Trademark Office</small> TRADEMARK
Domestic Representative Name and Address Enter for the first Receiving Party only.		
Name <input style="width:95%;" type="text"/>		
Address (line 1) <input style="width:95%;" type="text"/>		
Address (line 2) <input style="width:95%;" type="text"/>		
Address (line 3) <input style="width:95%;" type="text"/>		
Address (line 4) <input style="width:95%;" type="text"/>		
Correspondent Name and Address Area Code and Telephone Number <input style="width:20%; text-align:center; border: 1px solid black;" type="text" value="(414) 277-5875"/>		
Name <input style="width:95%;" type="text" value="Marta S. Levine, Esq."/>		
Address (line 1) <input style="width:95%;" type="text" value="Quarles & Brady LLP"/>		
Address (line 2) <input style="width:95%;" type="text" value="411 East Wisconsin Avenue"/>		
Address (line 3) <input style="width:95%;" type="text"/>		
Address (line 4) <input style="width:95%;" type="text" value="Milwaukee, WI 53202"/>		
Pages Enter the total number of pages of the attached conveyance document including any attachments. # <input style="width:10%; text-align:center; border: 1px solid black;" type="text" value="2"/>		
Trademark Application Number(s) or Registration Number(s) <input type="checkbox"/> Mark if additional numbers attached		
<small>Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).</small>		
Trademark Application Number(s)	Registration Number(s)	
<input style="width:30%; height: 20px;" type="text"/>	<input style="width:30%; height: 20px; text-align:center;" type="text" value="1,691,334"/>	<input style="width:30%; height: 20px; text-align:center;" type="text" value="1,721,420"/>
<input style="width:30%; height: 20px;" type="text"/>	<input style="width:30%; height: 20px; text-align:center;" type="text" value="1,328,258"/>	<input style="width:30%; height: 20px; text-align:center;" type="text" value="1,721,417"/>
<input style="width:30%; height: 20px;" type="text"/>	<input style="width:30%; height: 20px; text-align:center;" type="text" value="1,727,057"/>	<input style="width:30%; height: 20px;" type="text"/>
Number of Properties Enter the total number of properties involved. # <input style="width:10%; text-align:center; border: 1px solid black;" type="text" value="5"/>		
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ <input style="width:20%; text-align:center; border: 1px solid black;" type="text" value="140.00"/>		
Method of Payment: Enclosed <input type="checkbox"/> Deposit Account <input checked="" type="checkbox"/>		
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)		
Deposit Account Number: # <input style="width:20%; text-align:center; border: 1px solid black;" type="text" value="17-0055"/>		
Authorization to charge additional fees: Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>		
Statement and Signature		
<small>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.</small>		
Marta S. Levine		November 7, 2001
Name of Person Signing	Signature	Date Signed

TRADEMARK

REEL: 002375 FRAME: 0115

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;


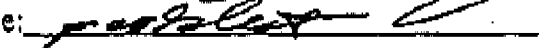
NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00), and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Assignor has sold, assigned and transferred, and by 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 22nd day of October, 1999.

OBERDORFER PUMPS, INC.

By: 
Title: 

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, President

Date: 10-30, 2001

STATE OF NEW YORK)
)
ONONDAGA COUNTY)

Personally came before me this 30th day of October, 2001, the above-named individual, to me known to be the person who executed this Confirmatory Assignment of Trademarks and acknowledged the same.


Notary Public, State of New York
My Commission Expires: 10/31/02

LINDA P. HERLIHY
Notary Public, State of New York
Qualified in Onond. Co. No. 0118603206
Commission Expires October 31, 2002

(SEAL)

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

Schedule A "Trademarks"

<u>Trademark</u>	<u>U.S. Patent and Trademark Office Registration No</u>
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

1121249-1 019339 0064

RECORDED: 12/17/1999

RECORDED: 11/28/2001

TRADEMARK
REEL: 002003 FRAME: 0497

TRADEMARK
REEL: 002375 FRAME: 0119
** TOTAL PAGE 05 **
** TOTAL PAGE 13 **