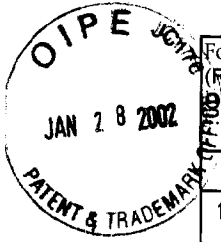


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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

<p>1. Name of conveying party(ies): Fleet Capital Corporation</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Maryland <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Cumberland Engineering Enterprises, Inc.</p> <p>Internal Address: Street Address: 7701 Forsyth Boulevard</p> <p>City: St. Louis State: Missouri Zip: 63105-1802</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes (Designations must be a separate document from assignment) <input type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Assignment of Trademark Mortgage</p> <p>Execution Date: October 10, 2001</p>	

4. Application Number(s) or Registration Number(s):

<p>A. Trademark Application No.(s):</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): 1,166,974; 1,457,196; 1,813,218</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: William E. Powell, III DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP</p> <p>Internal Address: Atty. Dkt.: _____ Street Address: 2101 L Street NW City: Washington State: DC Zip: 20037-1526</p>	<p>6. Total Number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Deposit account number: <u>04-1073</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Name of Person Signing

W.E. Powell III
Signature

Date

January 28, 2002

Total number of pages including cover sheet, attachments, and document: 6

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02 FC:482

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ASSIGNMENT OF TRADEMARK MORTGAGE

This ASSIGNMENT OF TRADEMARK MORTGAGE is made as of this 12th day of October, 2001 between FLEET CAPITAL CORPORATION, a Rhode Island corporation, as an agent for the Lenders (as defined below) (hereinafter referred to as the "Assignor"), and CUMBERLAND ENGINEERING ENTERPRISES, INC., a Delaware corporation (hereinafter referred to as the "Assignee").

WITNESSETH

WHEREAS, Assignor and certain financial institutions (hereinafter referred to as the "Lenders") have entered into a certain Loan and Security Agreement and other related loan documents on September 23, 1999 (hereinafter referred to as the "Loan Documents") with Cumberland Acquisition Corporation n/k/a Cumberland Engineering Corporation, a Delaware corporation (hereinafter referred to as "CEC") and Nelmor Co., Inc., a Massachusetts corporation (hereinafter referred to as "Nelmor"), for the provision by the Lenders of credit to or for the accounts of CEC and Nelmor and for the granting by CEC to Assignor, for the benefit of the Lenders, of a security interest in certain of CEC's assets, including, without limitation, its trademarks and trademark applications, which security interest is evidenced by a certain TRADEMARK MORTGAGE between Assignor and CEC dated September 23, 1999 and recorded in the records of the United States Patent and Trademark Office at Trademark Reel 001986, Frame 0236 (hereinafter referred to as the "Mortgage");

AND WHEREAS, Assignor desires to assign, and Assignee desires to take by assignment and assume and agree to be bound by, all of Assignor's rights and obligations in the Mortgage;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor, for itself and on behalf of the Lenders, does hereby assign and transfer to the Assignee without recourse, representation, warranty or covenant, except as

provided in that certain Assignment and Assumption agreement, dated September 27, 2001 by and among Assignor, Harris Trust and Savings Bank and Harbour Group Investments III, L.P., the entire right, title and interest in and to Mortgage, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by the Assignor had this assignment not been made and Assignee hereby assumes all of Assignor's obligations under the Mortgage;

This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall be determined to constitute one and the same instrument. This Agreement shall be governed by and construed with the laws of the State of Illinois.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

ASSIGNOR:

Signed at Fleet Capital Corp., in the County of Cook, State of Illinois, this 10th day of October, 2001.

FLEET CAPITAL CORPORATION, as Agent

By: *[Signature]*

Type Name: **Sandra J. Evans**
Sr. Vice President

Title: _____

STATE OF Illinois
) ss:
COUNTY OF Cook)

On this 10th day of October, 2001 personally before me came Sandra Evans, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)



[Signature]
Notary Public

ASSIGNEE:

Signed at Clayton, in the County of St. Louis, State of Missouri this 12 day of October, 2001.

CUMBERLAND ENGINEERING
ENTERPRISES, INC.

By: *W L Willhite*

Type Name: Wm. L. Willhite

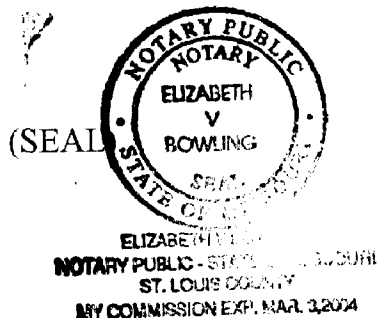
Title: VP & Treasurer

STATE OF Missouri)

) ss:

COUNTY OF St. Louis)

On this 12 day of October, 2001 personally before me came Wm. L. Willhite, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.



Elizabeth V. Bowling
Notary Public