



102030268

To the Honorable Commissioner of Patents and Trademarks: Please record the attached orig

1. Name of conveying party(ies): Coltec North Carolina, Inc

Coltec North Carolina, Inc
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, NC 28217

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: North Carolina
 Other 3-12-02

2. Name and address of:

Stemco LLC
300 East Industrial Blvd.
Longview, TX 75602

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - _____

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

Other: Limited Liability Company - Delaware

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 31, 2001

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,216,106; 2,287,172; 1,105,543; 1,034,829; 291,999;
 884,653; 1,120,036; 2,282,686; 2,272,084; 1,977,349;
 2,038,511; 1,044,631; 1,417,174; 876,024; 2,212,612;
 788,516; 801,703; 1,016,820; 801,705; 788,172; 1,418, 935;
 2,275,460; 1,394,705; 1,420,805; 2,267,694; 2,332,418;
 2,214,200

Additional numbers attached? Yes No

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

Name: Jamie J. Fitzgerald, Esq.
 Internal Address: Cummings & Lockwood
 Street Address: 700 State Street
 Post Office Box 1960
 City: New Haven State: Connecticut Zip: 06509-1960

6. Total number of applications and registrations involved: [27]

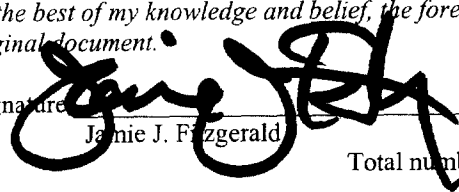
7. Total fee (37 CFR 3.41): \$690.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-1158
 (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.

Signature:  Jamie J. Fitzgerald

February 28, 2002

Total number of pages comprising cover sheet: [2]

03/25/2002 AAHMED1 00000137 501158 2216106

01 FC:481 40.00 CH
 02 FC:482 650.00 CH

TRADEMARK ASSIGNMENT

WHEREAS, Coltec North Carolina Inc, a corporation organized and existing under the laws of the State of North Carolina, having a place of business at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217, hereinafter "*Assignor*", is using or has used and is the record owner of certain trademarks, service marks, trade names, trademark registrations and trademark applications listed in Exhibit A (collectively referred to as the "*Marks*"); and

WHEREAS, Stemco LLC, hereinafter "*Assignee*", a limited liability company organized and existing under the laws of the State of Delaware and having a principal place of business at 300 East Industrial Blvd., Longview, Texas 75602, desires to acquire the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor and used in connection with the Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "*All Marks*"), together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks.

This Trademark Assignment may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Coltec North Carolina Inc has caused this Trademark Assignment to be executed and delivered as of this 31st day of December, 2001.

IN WITNESS WHEREOF, Stemco LLC accepts this Trademark Assignment executed and delivered as of this 31st day of December, 2001.

COLTEC NORTH CAROLINA INC

By: *[Signature]*

Name: Paul V. Cappiello
Title: Assistant Treasurer

STEMCO LLC

By: *[Signature]*

Name: Paul V. Cappiello
Title: Assistant Vice President

State of North Carolina

County of Mecklenburg

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ss:

On this 31st day of December, 2001, personally appeared Paul V. Cappiello, to me known and known to me to be Asst. Treasurer of Coltec North Carolina Inc, the assignor above named, and acknowledged that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

Carol A. Collins
Notary Public

Carol A. Collins, Notary Public
Mecklenburg County, North Carolina
My Commission Expires 3/30/2005

State of North Carolina

County of Mecklenburg

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ss:

On this 31st day of December, 2001, personally appeared Paul V. Cappiello, to me known and known to me to be Asst. Vice President of Stemco LLC, the assignee above named, and acknowledged that he/she executed the foregoing Assignment on behalf of said assignee and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

Carol A. Collins
Notary Public

Carol A. Collins, Notary Public
Mecklenburg County, North Carolina
My Commission Expires 3/30/2005