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

Tab settings

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

1. Name of conveying party(ies): 3-25-02 National Canada Finance LLC 125 West 55th Street New York, N.Y. 10019

2. Name and address of receiving party(ies) Name: PNC Bank, National Association Internal Address: One PNC Plaza Street Address: 249 Fifth Avenue City: Pittsburgh State: PA Zip: 15222

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

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

Execution Date: 1/15/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,646,627 1,622,079

Additional number(s) attached Yes No

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

Name: Vivian L. Polak

Internal Address:

Street Address: LeBoeuf, Lamb, Greene & MacRae, L.L.P. 125 West 55th Street

City: New York State: N.Y. Zip: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Vivian L. Polak

Name of Person Signing

Signature

3/22/02 Date

Total number of pages including cover sheet, attachments, and document 5

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/11/2002 DBYRME

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40.00 DP 25.00 DP

01 FC:481 02 FC:482

TRADEMARK REEL: 002481 FRAME: 0557

Assignment and Acceptance

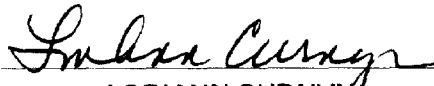
Reference is made to the Trademark Collateral Assignment and Security Agreement, dated December 30, 1993 (the "Security Agreement"), by and between Mega Manufacturing, Inc. and National Canada Finance LLC (successor to National Canada Finance Corp.)(the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 1101 Frame 0402.

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreement, including all interest in and to the collateral granted pursuant to the Security Agreement (which collateral includes the property listed on Exhibit A hereto).
2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Bank of Canada and the Assignee.
3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").
4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the State of Kansas.
5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL CANADA FINANCE LLC, as
Assignor

By: 
Name: LORIANN CURNYN
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL CANADA FINANCE LLC, as
Assignor

By: _____
Name: _____
Title: _____

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

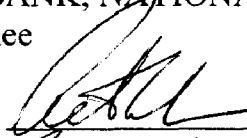
By: 
Name: PETER W. THOMPSON
Title: SENIOR VICE PRESIDENT

EXHIBIT A

TRADEMARKS

- (1) "MEGA"
U.S. Cl.:23 (Int. Cl:7)
- For: Metal Bending and Punching Machines in Class 7.
First Use: 11-8-1974. In Commerce: 11-8-1974
- Reg. No. 1,646,627 Registered: June 4, 1991
- Serial No. 74-022,492, filed 1-25-1990
- (2) "MEGAWORKER"
U.S. Cl.23 (Int. Cl:7)
- For: Iron Bending and Punching Machines, in Class 7.
First Use: 8-31-1989 In Commerce: 8-31-1989
- Reg. No. 1,622,079 Registered November 13, 1990.
- Serial No. 74-022,490, filed 1-25-1990