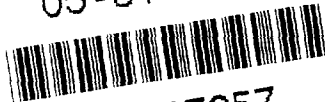


05-31-2002



102107257

COVER SHEET

FORM PTO-1594 (Rev. 3/01)

RECC

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

OMB No. 0651-0027 (exp. 5/31/2002)

# TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
Coltec Industries Inc **5-28-02**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - Pennsylvania  
 Other

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

2. Name and address of receiving party(ies):  
Name: GP Companies, Inc.  
Internal Address:  
Street Address: **1174 Northland Drive**  
City: **Mendota Heights** State: **MN** ZIP: **55120**

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

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) of receiving party(ies) attached?  Yes  No

OFFICE OF PUBLIC RECORDS  
2002 MAY 28 PM 4:21  
FINANCE SECTION

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

Execution Date(s): **January 25, 2002**

4. Application number(s) or trademark number(s):  
A. Trademark Application No(s).  
**75/560,402**

B. Trademark No(s)

1,454,865	1,351,698
1,301,207	1,276,170
1,834,652	1,292,321
1,012,800	2,287,377

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Steven C. Lieske**  
Internal Address: **3300 Plaza VII Building**  
Street Address: **45 South Seventh Street**  
City: **Minneapolis** State: **MN** ZIP: **55402**  
Our File No.: **13996/200**

6. Total number of applications and registrations involved: **9**

7. Total Fee (37 CFR 3.41) ..... \$240.00.  
 Enclosed  
 Authorized to be charged to deposit account  
 Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:  
**50-1901**  
(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.  
 Steven C. Lieske                      *Steven C. Lieske*                      **5/8/2002**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 3

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

05/30/2002 6TOM11 00000179 501901 75560402

01 FC:481 40.00 CH  
02 FC:482 200.00 CH

TC2: 578200 v01 03/28/2002

TRADEMARK  
REEL: 2515 FRAME: 0969

PATENT AND TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged;

COLTEC INDUSTRIES INC, a corporation of the state of Pennsylvania, having an office and place of business at 2730 W. Tyvola Road, Charlotte, North Carolina 28217 hereby sells, assigns and transfers unto:

GP COMPANIES, INC., a corporation of the state of Minnesota, having an office and place of business at 1174 Northland Drive, Mendota Heights, Minnesota 55120 as assignee, and its successors, assigns and legal representatives:

- (A) the entire right, title and interest in and to the trademarks identified on Exhibit A hereto, including any and all common law rights, State, Federal and international applications and registrations thereof, all trade name rights, service name rights and together with all of the goodwill of the business pertaining to such trademarks; and
(B) the entire right, title and interest in and to the inventions identified on Exhibit B hereto, the applications and the Letters Patent, both foreign and domestic, that have, may or shall issue, including all rights under the International Convention. COLTEC INDUSTRIES INC hereby authorizes said assignee, its successors and assigns, or anyone it may properly designate, to apply for Letters Patent for the inventions identified on Exhibit B, in its own name if desired, in any and all foreign countries, and additionally to claim the filing date of said United States application and/or otherwise take advantage of the provisions of the International Convention.

IN WITNESS WHEREOF, COLTEC INDUSTRIES INC has caused this assignment to be duly executed as of the date and the year set forth herein.

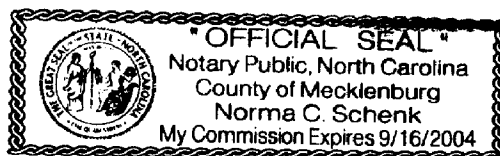
COLTEC INDUSTRIES INC

By Michael J. Leslie
Title Vice President

STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

On this 25th day of January, 2002, before me personally appeared Michael J. Leslie, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Norma C. Schenk
Notary Public



**EXHIBIT A**  
**TRADEMARKS**

<b>MARK</b>	<b>SERIAL/REGISTRATION NUMBER</b>
COLOR JET	1,454,865 and 1,351,698
COLOR-BRATE	1,301,207 and 1,276,170
COLOR JET	1,454,865 and 1,351,698
DIAL-A-RATE	75/560,402
DURA-JET	1,834,652
RAINDROP	1,012,800 and 1,292,321
RAINDROP ULTRA	2287377 and 2,287,377
RF ULTRA	

**EXHIBIT B**  
**PATENTS**

<b>TITLE</b>	<b>PATENT NUMBER</b>
BOOM CONTROL VALVE	5,263,514
NOZZLE ASSEMBLY	6,123,272

Plaza VII  
45 South Seventh Street, Suite 3300  
Minneapolis, MN 55402-1609

612.607.7000  
Fax 612.607.7100

Writer's Direct Dial: 612.607.7508  
Writer's E-Mail: SLieske@oppenheimer.com

May 9, 2002

**BOX ASSIGNMENT**

Commissioner for Trademarks  
2900 Crystal Dr.  
Arlington, VA 22202-3513

Re: File 13996/200

1. Recordation of Merger:

Delevan Inc. into Coltec Industries, Inc.

2. Recordation of Assignment:

Coltec Industries, Inc. to GP Companies, Inc.

In re: U.S. Appln No./Reg. Nos. 1,454,865; 1,351; 698; 1,301,207; 1,276,170; 1,834,652;  
1,012,800; 1,292,321; 2,287,377 & 75/560,402

Sir:

Enclosed for recordation are the following documents. Please record them in the order requested below.

Please record these documents first:

1. Recordation Form Cover Sheet (Trademarks) and Plan of Merger evidencing the December 27, 1997 merger of Delevan Inc (an Iowa Corporation) into Coltec Industries Inc (a Pennsylvania Corporation).

Please record these documents second:

2. Recordation Form Cover Sheet (Trademarks) and Patent and Trademark Assignment evidencing the assignment from Coltec Industries Inc (a Pennsylvania Corporation) to GP Companies, Inc. (a Minnesota Corporation).

*Box Assignment  
Commissioner for Trademarks  
May 9, 2002  
Page 2*

**The Commissioner is hereby authorized to charge \$480.00 to Deposit Account No. 50-1901 (\$240.00 to record the Merger plus an additional \$240.00 to record the Assignment).**

**The Commissioner is authorized to charge additional fees due, if any, to Deposit Account No. 50-1901.**

Please contact the undersigned if there are questions. Thank you for your assistance with this matter.

Sincerely,



Steven C. Lieske  
Reg. No. 47,749

Enclosures