

07-08-2002

Form PTO-1594
(Rev. 03/01)
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ET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>Joan Optican Herman</u> <u>Embee Corporation</u></p> <p style="text-align: center; font-size: 24px; margin-left: 100px;">7-1-02</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-State <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) Name: <u>Marshalltown Trowel Company</u> Internal Address: _____</p> <p>Street Address: <u>104 South 8th Street</u> City: <u>Marshalltown</u> State: <u>Iowa</u> Zip: <u>50158</u></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 - <u>Iowa</u> <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 <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 5, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1,696,048</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Joan Optican Herman</u> Internal Address: _____ _____ _____ Street Address: <u>Shook, Hardy & Bacon L.L.P.</u> <u>1200 Main Street</u> City: <u>Kansas City</u> State: <u>Missouri</u> Zip: <u>64105</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</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>19-2112</u> (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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.</i></p> <p><u>Joan Optican Herman</u> <u>Joan Optican Herman</u> <u>June 24, 2002</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: 4</p>	

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

TRADEMARK
REEL: 002539 FRAME: 0115

TRADEMARK ASSIGNMENT

This Trademark Assignment is made this 5th day of April, 2002, from Embee Corporation, an Ohio corporation, 552 West Johnny Lytle Avenue, Springfield, Ohio 45501-1268 ("Assignor"), to Marshalltown Trowel Company, an Iowa corporation, 104 S. 8th Street, P. O. Box 738, Marshalltown, IA 50158 ("Assignee").

WITNESSETH:

WHEREAS, Assignor owns the U.S. Registrations, and Assignor and/or Assignor's predecessor in interest, has filed registrations with respect to the trademarks identified in Schedule A hereto (collectively, the "Marks"); and

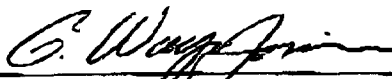
WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of April 5, 2002 (the "Agreement") pursuant to which Assignor has agreed to sell, assign, transfer, convey and deliver to Assignee and Assignee has agreed to purchase and acquire from Assignor, all right, title and interest to certain assets; and

WHEREAS, in accordance with the terms of the Agreement, Assignor and Assignee are desirous of transferring all right, title and interest in and to the Marks and registration from Assignor to Assignee.

NOW, THEREFORE, in consideration of entering into Agreement and other good and valuable consideration paid by Assignee and Assignor, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby confirms that it has assigned, transferred and conveyed, and does hereby assign, transfer and convey, to Assignee, its successors, assigns and other legal representatives, all right, title and interest, including common law rights, in and to each of the Marks thereof to register the same (all as set forth in said Schedule A), together with the goodwill of the business in connection with which the Marks are used or proposed to be used, and further including all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect, the same for Assignee's own use and benefit.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be duly executed by its authorized representative on and as of the day and year first above written.

EMBEE CORPORATION
an Ohio corporation

By: 
G. Wayne Jones
Its: Chairman

STATE OF OHIO)
)
 COUNTY OF CLARK)

SS:

BEFORE ME, a Notary Public in and for said County and State personally appeared the above-named Embee Corporation, an Ohio corporation, by G. Wayne Jones, its Chairman who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation and that the same is the free act and deed of said corporation and the free act and deed of him individually and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at Springfield, Ohio, this 5th day of April, 2002.



PATRICIA SNIDER
 NOTARY PUBLIC, STATE OF OHIO
 MY COMMISSION EXPIRES NOV. 9, 2003

Patricia Snider
 Notary Public
 My Commission Expires: Nov. 9, 2003

SCHEDULE A**EXISTING REGISTRATIONS**

<u>COUNTRY</u>	<u>MARK</u>	<u>REG. NO.</u>	<u>CLASS</u>	<u>DATE REG.</u>
U.S.A.	EMBEE CORPORATION and Design	1,700,213	23 and 29	July 14, 1992
U.S.A.	MASTER	1,696,048	29	June 23, 1992
U.S.A.	EMBEE Stylized Letters	1,746,800	23 and 29	January 19, 1993

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