



1 472,982

1,959,722

MA 49,593

MA 49,239

**ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS**

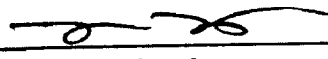
**WHEREAS**, Elmwood Sensors, Inc., a corporation organized and existing under the laws of the State of Rhode Island ("Sensors"), with an address at 500 Narragansett Park Drive, Pawtucket, Rhode Island 02861, is the owner and the user of the trademarks identified on Exhibit A hereto and granted the registrations numbers identified thereon (the "Trademarks"); and

**WHEREAS**, Elmwood Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware ("Holdings"), with an address at 500 Narragansett Park Drive, Pawtucket, Rhode Island 02861, desires to acquire the Trademarks and the registrations thereof;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Sensors does hereby assign, sell and transfer to Holdings, its successors and assigns, all right, title and interest in and to the Trademarks, together with (a) the registrations of and/or applications to register the Trademarks as set forth on Exhibit A, (b) the goodwill of the business symbolized by the Trademarks and the registrations thereof, and (c) the right to sue and recover for, and the right to receive profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Trademarks or the registrations thereof or associated goodwill.

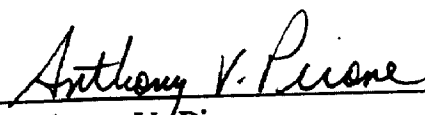
**IN WITNESS WHEREOF**, Elmwood Sensors, Inc, by its duly authorized officer, has executed this Assignment of Trademarks and Trademark Registrations this 6<sup>th</sup> day of May, 1997.

ELMWOOD SENSORS, INC.

By:   
Thomas Gutierrez  
Vice President

The foregoing Assignment of Trademarks and Trademark Registrations and associated goodwill by Elmwood Sensors, Inc. to Elmwood Holdings, Inc. is hereby accepted as of the 6<sup>th</sup> day of May, 1997.

ELMWOOD HOLDINGS, INC.

By:   
Anthony V. Picone  
Vice President

STATE OF RHODE ISLAND )  
COUNTY OF PROVIDENCE ) ss:

On this the 6TH day of MAY, 1997, before me, the undersigned, a Notary Public in and for the State of Rhode Island, personally appeared Thomas Gutierrez, the Vice President of Elmwood Sensors, Inc., a Rhode Island corporation, to me known to be the person who signed the foregoing document on behalf of Elmwood Sensors, Inc., who acknowledged that he signed and sealed the same as his voluntary act and deed and as the voluntary act and deed of said corporation, for the uses and purposes set forth therein.

Linda S. Dargan

My commission expires: 04/04/01

STATE OF RHODE ISLAND )  
COUNTY OF PROVIDENCE ) ss:

On this the 6TH day of MAY, 1997, before me, the undersigned, a Notary Public in and for the State of Rhode Island, personally appeared Anthony V. Picone, the Vice President of Elmwood Holdings, Inc., a Delaware corporation, to me known to be the person who signed the foregoing document on behalf of Elmwood Holdings, Inc., who acknowledged that he signed and sealed the same as his voluntary act and deed and as the voluntary act and deed of said corporation, for the uses and purposes set forth therein.

Linda S. Dargan

My commission expires: 04/04/01

Trademarks:

<u>Reg. No.</u>	<u>Date</u>	<u>Mark</u>	<u>Status</u>
827,808	4/25/67	ISO-CURVE	Renewed 2/9/88
897,742	9/1/70	UNI-CURVE	Renewed 4/11/95 New Reg. #1,888,334
1,472,982	1/19/88	THERMICALC	Renewed 1/94
Unassigned	7/5/94	ICL	In process
49593	5/11/94	Mister Thermistor (character only)	New (in MA)
49239	2/5/94	Mister Thermistor (logo only)	New (in MA)

Mister Thermistor (application in process for ™ for US and Japan)