

11-01-2002
102269264

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

1. Name of conveying party(ies):
Armstrong World industries, Inc. **10-29-02**

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

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

2. Name and address of receiving party(ies)
Name: AWI Licensing Company
Internal Address: _____
Street Address: 802 West Street
City: Wilmington State: DE Zip: 19801

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other (Effective Date: 12/18/2001) _____
Execution Date: 10/04/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,520,946

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John P. McNeill
Internal Address: _____
Womble Carlyle Sandridge & Rice, PLLC
Street Address: 2530 Meridian Pkwy, Suite 400
City: Durham State: NC Zip: 27713

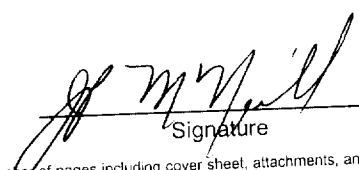
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
10/31/2002 DBYRNE 00000233 2520946
01 FC:8521 John P. McNeill 40.00 OP
Name of Person Signing


Signature
10/22/2002 Date
4

Total number of pages including cover sheet, attachments, and document: 4
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

RECORDS
M 8 55
FINANCE SECTION

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is entered into as of the 4th day of October, 2002, but effective as of the Effective Date (as defined below), is by and between ARMSTRONG WORLD INDUSTRIES, INC., a Pennsylvania corporation ("Assignor"), and AWI LICENSING COMPANY, a Delaware corporation ("Assignee").

W I T N E S S E T H:

WHEREAS, Assignor is the record owner of the trademark, TOUGHGUARD (Registration No. 2,520,946) (the "Mark"); and

WHEREAS, Assignor desires to assign, transfer and convey to Assignee all right, title and interest in and to the Mark, together with all the goodwill of the business, and all common law rights, associated with the Mark, all to be effective as of December 18, 2001, the registration date of the Mark (the "Effective Date"); and

WHEREAS, Assignor and Assignee desire to confirm the assignment of the Mark to Assignee;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby assigns, transfers and conveys to Assignee all worldwide right, title and interest in and to the Mark, together with (i) the goodwill of the business symbolized by the Mark, (ii) any and all common law rights, title and interest associated with the Mark, and (iii) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Mark.
2. Assignor represents and warrants to Assignee that: (i) the Mark and use thereof does not and will not violate any trademark or other intellectual property rights of any third party; (ii) Assignor has not previously transferred, assigned, licensed, or otherwise encumbered the Mark; and (iii) Assignor will not take any action to interfere with Assignee's worldwide right, title and interest in and to the Mark, the goodwill of the business associated therewith, and the common law rights therein and thereto.
3. Assignor further represents and warrants to Assignee that, upon the execution and delivery of this Assignment, Assignee will be vested with all worldwide right, title and interest in and to the Mark, free and clear of all liens, claims, licenses or other encumbrances.
4. Assignor further agrees, without further consideration, to cause to be performed such other lawful acts and to be executed such confirmatory assignments and other legal documents as

Assignee, or its counsel, may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of each of the rights hereby conveyed.

IN WITNESS WHEREOF, each of the parties executing below as Assignor has caused this Assignment to be duly executed on behalf of such party as of the Effective Date.

ASSIGNOR:

ARMSTRONG WORLD INDUSTRIES, INC.

By: Walter T. Gangl
 LAH
Printed Name: Walter T. Gangl

Title: Assistant Secretary

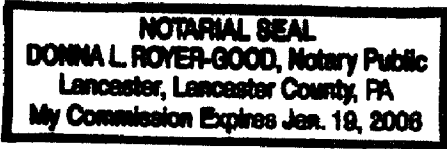
COMMONWEALTH OF PENNSYLVANIA)
) SS
COUNTY OF LANCASTER)

I, Donna L. Royer-Good, a Notary Public of Lancaster County, of the Commonwealth of Pennsylvania, do hereby certify that Walter T. Gangl personally appeared before me this day and, being by me first duly sworn, stated that he is duly authorized by Armstrong World Industries, Inc. to execute this document as a duly authorized act of such corporation.

WITNESS my hand and notarial seal, this 4th of October, 2002.

Donna L. Royer-Good
Signature of Notary Public

My Commission Expires: 1/19/06



Mailing Address:

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Web site: www.wcsr.com

John P. McNeill

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E-mail: JMcNeill@wcsr.com

October 22, 2002

Assistant Commissioner for Trademarks
United States Patent & Trademark Office
Assignment Division
1213 Jefferson Davis Highway, Suite 320
Washington, D.C. 20231

Re: Recordation of Assignment of TOUGHGUARD (Registration No. 2,520,946)

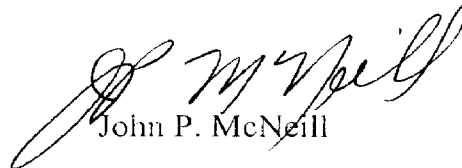
Dear Sir or Madam:

Enclosed for recording against the above-referenced trademark is a Recordation Form Cover Sheet (Form PTO-1594), along with a copy of the Trademark Assignment document, to record the assignment of the above-referenced trademark from Armstrong World Industries, Inc. to AWI Licensing Company.

Also enclosed is our firm's check in the amount of \$40.00, in full payment of the filing fee for this recordal. The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee or credit any overpayment to Account No. 50-0517.

If you should have any questions with regard to the enclosed name change recordal, please feel free to contact me directly. Thank you in advance for your prompt attention to this matter.

WOMBLE CARLYLE SANDRIDGE & RICE
A Professional Limited Liability Company



John P. McNeill

Enclosures

cc: Linda A. Harnish