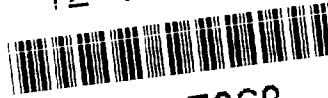


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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):

Fleet National Bank, as Administrative Agent

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Assignment of Interests in Trademarks and Service Marks

Execution Date: November 21, 2002

2. Name and address of receiving party(ies)

Name: Fleet Capital Corporation, as Administrative Agent

Internal Address:

Street Address: One Federal Street

City: Amherst State: NY Zip: 14228

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Rhode Island, 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule A

Additional number(s) attached Yes No

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

Name: Andrew Nash

Internal Address:

Street Address: Bingham McCutchen LLP

150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

68

7. Total fee (37 CFR 3.41): \$ 1715.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Andrew Nash Name of Person Signing

Signature

December 3, 2002

Date

16

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

12/09/2002 LMUELLER 00000305 1572950

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

01 FC:8521 02 FC:8522

40.00 OP 1675.00 OP

Sent VIA U.S. Express Mail on 12/3/2002

TRADEMARK REEL: 002620 FRAME: 0400

RECEIVED... FINANCE SECTION... 12-3-02 7:57

Schedule A

Trademarks Issued by U.S. Patent and Trademark Office

Columbus McKinnon Corporation

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Reel / Frame</u>
Aerosafe	1,572,950	12/26/1989	0795 / 0952
Airstar	2,104,108	10/7/1997	1529 / 0423 1725 / 0160
Anchor Sling	1,001,437	1/14/1975	1529 / 0423 1725 / 0160
Apollo	1,946,461	1/9/1996	1529 / 0423 1725 / 0160
Balance Master	825,669	3/14/1967	1529 / 0423 1725 / 0160
Big Orange	1,966,222	4/9/1996	1725 / 0160
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Budgit	645,721	3/21/1957	1529 / 0423 1725 / 0160
Cady (stylized)	2,061,905	5/13/1997	1529 / 0423
Clevlok	1,803,048	11/9/1993	1529 / 0423 1725 / 0160
CM	1,954,488	2/6/1996	1529 / 0423 1725 / 0160
CM (stylized)	442,294	3/22/1949	1529 / 0423 1725 / 0160

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Cradle Grab	1,088,515	4/4/1978	1529 / 0423 1725 / 0160
Cyclone	65,207	9/10/1907	1529 / 0423 1725 / 0160
DD (stylized)	1,229,259	3/8/1983	1529 / 0423 1725 / 0160
Design Only	2,609,090	8/20/2002	2325 / 0042
Design Only (A.H. & Co.)	2,349,671	5/16/2000	2325 / 0042
Design Only (Triangle)	1,016,692	7/29/1975	1529 / 0423 1725 / 0160
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E-Z Pro	1,829,208	4/5/1994	1529 / 0423 1725 / 0160
Flexi-Fit	2,129,385	1/13/1998	1529 / 0423 1725 / 0160
Hammerlok	629,381	6/26/1956	1529 / 0423 1725 / 0160
Herc-Alloy	340,420	11/10/1936	1529 / 0423 1725 / 0160

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Hi-Cap	639,623	1/8/1957	1529 / 0423 1725 / 0160
Hoistaloy	994,980	10/8/1974	1529 / 0423 1725 / 0160
Latchlok	1,830,144	4/12/1994	1529 / 0423 1725 / 0160
Lifttech LTI (stylized)	1,570,655	12/12/1989	1529 / 0423 1725 / 0160
Little Devils	2,353,778	5/30/2000	2325 / 0042
Load Lifter	863,851	1/21/1969	1529 / 0423 1725 / 0160
Load Limiter	779,400	11/3/1964	1529 / 0423 1725 / 0160
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Lodestar	620,753	2/7/1956	1529 / 0423 1725 / 0160
Piggy Back	2,058,472	4/29/1997	1529 / 0423 1725 / 0160
Polaris	1,939,045	11/28/1995	1529 / 0423 1725 / 0160
Powerstar	1,711,206	9/1/1992	1529 / 0423 1725 / 0160

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Red-D-Puller (stylized)	1,212,955	10/19/1982	1529 / 0423 1725 / 0160
Red-D-Rod	972,316	11/6/1973	1529 / 0423 1725 / 0160
Redline	987,315	7/2/1974	1529 / 0423 1725 / 0160
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Shaw-Box	793,956	8/10/1965	1529 / 0423 1725 / 0160
Shopstar	2,171,788	7/7/1998	1725 / 0160
Taurus & Design	1,108,404	12/12/1978	1529 / 0423 1725 / 0160
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Yale Industrial Products, Inc.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Reel / Frame</u>
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BARRETT	48,949	1/16/1906	1736 / 0172
Bossman	2,123,597	12/23/1997	1736 / 0172
Coffing	1,218,905	12/7/1982	1736 / 0172
Coffing	1,077,743	11/22/1977	1736 / 0172
Duff Lynx & Design	1,276,720	5/8/1984	1736 / 0172
Duff-Norton (Stylized)	421,489	6/4/1946	1736 / 0172
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Ram-Pac	760,599	11/26/1963	1736 / 0172
Tablemate	731,861	5/22/1962	1736 / 0172
Tork Lift	935,309	6/6/1972	1736 / 0172
Yale	2,604,088	8/6/2002	2325 / 0042

Columbus McKinnon Corporation

Trademark
or
Service Mark

Pending Applications --
United States Patent and Trademark Office
Serial No. Filing Date

Miscellaneous Design

76-197417

1/22/2001

**ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS AND SERVICE MARKS**

WHEREAS, Fleet National Bank, a national banking association having a place of business at 10 Fountain Plaza, Buffalo, NY 14202 (the "Assignor"), as agent for itself and other lending institutions which are parties to a Credit Agreement, dated as of March 31, 1998 (as amended and in effect from time to time), among Columbus McKinnon Corporation (the "Company"), the Assignor and certain other parties named therein, is the holder of a security interest in the trademarks, trade names, trade dress, service marks and other indicia of trade origin (and the goodwill associated therewith) identified on Exhibit A hereto (collectively, the "Marks") and in the registrations of and pending registration applications for such Marks in the United States Patent and Trademark Office ("PTO") identified on said Exhibit A pursuant to an Intellectual Property Security Agreement, dated as of March 31, 1998, between the Company and the Subsidiary Grantors named therein (collectively, the "Grantors") and the Assignor, and recorded with the PTO on May 4, 1998 at the Reel and Frame set forth on said Exhibit A; and

WHEREAS, Fleet Capital Corporation, a Rhode Island corporation having an office at One Federal Street, Boston, Massachusetts 02110 (the "Assignee"), as agent for itself and other lending institutions which are, or may in the future become, parties to an Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 (as amended and in effect from time to time), among the Company, the Assignee and certain other parties named therein, is desirous of acquiring the security interest in the Marks (and associated goodwill) and the registrations thereof and registration applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, as of November 21, 2002, the Assignor does hereby assign, sell and transfer to the Assignee, all of the Assignor's security interest in and to the Marks, together with (a) the registrations of and registration applications for the Marks, (b) the goodwill of the business connected with the use of, and symbolized by, the Marks and the registrations thereof, and (c) the right to sue and recover for, and the right to incomes, royalties, damages and other payments now and hereafter due or accrued and arising out of or in connection with, any and all past, present or future infringements, misappropriations or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill and (iii) all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of the Grantors accruing thereunder or pertaining thereto.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, as of the 21st day of November, 2002.

FLEET NATIONAL BANK, as Agent

By: *Jana C. Dought*
Name: Jana C. Dought
Title: V.P.

Signature page to the Assignment of Security Interest in Trademarks and Service Marks

TRADEMARK
REEL: 002620 FRAME: 0408

STATE OR COMMONWEALTH OF New York)
COUNTY OF Essex)ss.

On this the 21st day of November, 2002, before me appeared James C. Wright the person who signed this instrument, who acknowledged that (s)he is the Vice President of Fleet Bank and that (s)he signed such instrument as a free act on behalf of Fleet Bank.

Caroline M. Fry
Notary Public

CAROLINE M. FRY
Notary Public, State of New York
Qualified in Essex County
My Commission Expires: _____

[Seal]

My commission expires: 1/03

Exhibit A

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