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

Tab settings

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

1. Name of conveying party(ies):

HATHAWAY CORPORATION

1-6-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 25, 2002

2. Name and address of receiving party(ies)

Name: QUALITROL POWER PRODUCTS, LLC

Internal

Address:

Street Address: 1385 Fairport Road

City: Fairport State: NY Zip: 14450

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Co.

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) 76/425,498 76/424,088

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: JOHN W. RYAN

Internal Address: WILMER, CUTLER & PICKERING

01/17/2003 6TON11 00000139 76425498

01 FC:8521 40.00 OP 02 FC:8522 25.00 OP

Street Address: 2445 M Street, N.W.

City: Washington State: DC Zip: 20037

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 50-1656

(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.

Christopher T. McWhinney

Name of Person Signing

Reg. No.: 42,875

Chris McWhinney

Signature

1/10/03

Date

Total number of pages including cover sheet, attachments, and document: 6

Refund Ref: 01/17/2003 6TON11 0000123734

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

CHECK Refund Total: \$15.00

TRADEMARK REEL: 002652 FRAME: 0257

ASSIGNMENT OF TRADEMARKS

Whereas Hathaway Corporation, a Colorado Corporation ("Assignor"), has adopted, owns and is using, or has a bona fide intent to use, the trademarks and service marks listed on Attachment A hereto (the "Trademarks"), in connection with the goods and/or services indicated, and has obtained or is applying for registration of the Trademarks on the Principal Register of the United States Patent and Trademark Office as indicated below; and

Whereas Qualitrol Power Products, LLC, a Delaware limited liability company ("Assignee"), and Danaher UK Industries Limited, a company incorporated under the laws of England and Wales, have acquired from Assignor all right and title in and to the goods and services in connection with which Assignor is using or intends to use the Trademarks;

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor does hereby assign and transfer to Assignee, its successors, assigns and legal representatives, all right, title and interest in and to the Trademarks, including the right to sue and recover for past infringements, dilution, and other violations, together with all good will of the business, goods and services symbolized by the Trademarks together with that portion of Assignor's business in connection with which Assignor is using or has a bona fide intention to use the Trademarks.

2. Assignor hereby irrevocably appoints Assignee, its successors, assigns and legal representatives, the attorney-in-fact for Assignor, with full power of substitution and revocation, to enforce and protect all rights in, to and under the Trademarks. This power of attorney shall not be affected by the subsequent dissolution or liquidation of Assignor.

3. Assignor hereby requests that the Commissioner for Trademarks of the United States Patent and Trademark Office issue any certificates of registration for the Trademarks to Assignee.

Signature Page Follows

Date: July 25, 2002

Richard D. Smith
Signature

CEO
Title

STATE OF Colorado)
) SS.
COUNTY OF Jefferson)

I hereby certify that the foregoing Assignment of Trademarks was subscribed and sworn to before me on this day 25 of July, 2002, by Richard D. Smith.

WITNESS my official hand and seal.

My commission expires: 06/25/04.

Mary Onyszkak
Notary Public

[SEAL]

Signature Page for Assignment of Trademarks

**ATTACHMENT A
TO ASSIGNMENT OF TRADEMARKS**

1. HATHAWAY (goods)

Motors for electric machines in International Class 7; brush and brushless motors, drive and control electronics, optical encoders, fiber optic based encoders and motion control devices use in manufacturing, instrumentation, robotics and automated processes all types; devices for calibration, monitoring and measurement for the process and power industries; robotic and automated products for industrial applications and for the power industry; and software used by others for the operation and maintenance of motors, motion control devices, encoders and calibration and measurement devices, in Class 9.

Application for registration on the Principal Register filed June 24, 2002.

2. HATHAWAY (services)

Design services for others in the field of motion control apparatuses and automated systems for the power and process industries; assembly of motion control apparatuses, calibration devices and automated systems for the power and process industries; design, maintenance and support of software used by others for the operation and maintenance of motors, motion control devices, encoders and calibration and measurement devices; training of others in the operation and maintenance of motors, motion control devices, encoders and calibration and measurement devices, in International Class 42.

Application for registration on the Principal Register filed June 24, 2002.