



102365125

To the Honorable Commissioner of Patents and Trademarks original documents or copy thereof.

1. Name of conveying party(ies): 2-11-03
Marathon Equipment Company
(Delaware)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

2. Name and address of receiving party(ies)
Name: Delaware Capital Formation, Inc.
Internal Address: _____
Address: 1403 Foulk Road
Street Address: Suite 102
City: Wilmington State: DE Zip: 19803-2755
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 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

Execution Date: 1/20/03

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

B. Trademark Registration No.(s)
1,324,230 1,350,427
1,316,550 861,343
Additional number(s) attached Yes No

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

Name: Roberta L. Christensen
Internal Address: Koley Jessen P.C.

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$115.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: One Pacific Place
1125 S. 103rd St., Ste. 800
City: Omaha State: NE Zip: 68124

8. Deposit account number:
50-0771
(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.

Roberta L. Christensen [Signature] 2/4/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

02/12/2003
01 FC:6531
02 FC:6532

TDIAZ1 00000176 1324230
40.00 DP
75.00 DP

RECEIVED
FEB 10 2003
COMMERCIAL

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into effective January 20, 2003, by MARATHON EQUIPMENT COMPANY (DELAWARE), a Delaware corporation ("Assignor"), having an address of 950 County Highway 9 South, Vernon, Alabama 35592, USA, in favor of DELAWARE CAPITAL FORMATION, INC., a Delaware corporation ("Assignee"), having an address of 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803-2755 USA.

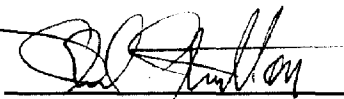
WHEREAS, Assignor is the owner of the trademarks listed on Exhibit "A" attached hereto (the "Trademarks"), and

WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the registrations therefor, and all claims for damages arising out of or relating to past or continuing infringements thereof, if any, with the right to sue for and collect such damages.

Assignor hereby covenants that it has full right, power and authority and has been duly authorized to convey the right, title and interest herein assigned, and that it has not and will not execute any agreement in conflict herewith. Assignor further covenants that, when requested, it will, without charge to Assignee, execute all documents and take all such further actions as may be necessary, desirable or convenient to enable Assignee to obtain, maintain and enforce its rights and interest in and to the Trademarks in any and all countries.


Marathon Equipment Company (Delaware)
Assignor

By 

Title TREASURER

State of Alabama)
County of Lamar) ss.

Before me personally appeared said Phil Stratton and acknowledged the foregoing instrument to be his free act and deed this 20 day of January, 2003.


Notary Public

Title Notary
my commission expires
1-26-05

EXHIBIT "A"
U.S. TRADEMARKS

MARK	REG. NO.	REG. DATE
TRASH MANAGER	1,324,230	03/12/85
RAM-JET	861,343	12/03/68
RAM JET AND DESIGN	1,316,550	01/29/85
KEYMASTER	1,350,427	07/23/85