

ASSIGNMENT OF TRADEMARKS

WHEREAS, SKINNER ENGINE COMPANY, INC. (hereinafter, the Assignor), having a principal place of business in Erie, Pennsylvania, USA, is the rightful owner of the United States Trademarks listed below (hereinafter, the Marks):

COFLOW4, U.S. Trademark Registration No. 2,529,285, registered January 15, 2002, based on U.S. Trademark Application No. 76/046,013, filed on May 12, 2000;

INTERFLOW, U.S. Trademark Registration No. 2,529,286, registered January 15, 2002, based on U.S. Trademark Application No. 76/046,014, filed on May 12, 2000; and

SKINNER ENGINE COMPANY, a common law trademark and tradename and its trade dress, graphic designs and logos;

together with the goodwill of the business in connection with which the Marks have been used (hereinafter, the Goodwill), and the United States Trademark Registrations for the Marks (hereinafter, the Registrations); and

WHEREAS, Farrel Corporation (hereinafter, the Assignee), having a principal place of business in Ansonia, Connecticut, USA, is desirous of acquiring the entire right, title and interest in and to the Marks, together with the Goodwill and the Registrations; and

WHEREAS, Assignor entered into an Asset Purchase Agreement dated as of October 9, 2002, as amended (hereinafter, the Agreement), by and between Assignor as seller, and Assignee, as buyer, with regard to those certain tangible and intangible assets used by Assignor in connection with the manufacture and sale of Mixers and related products (hereinafter, the Mixer Business), as more specifically described in the Agreement, including, but not limited to, all trademarks related to the Mixer Business; and

WHEREAS, on April 16, 2001, Assignor filed a Voluntary Petition for Relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of Pennsylvania (hereinafter, the Bankruptcy Court) at Case No. 01-23988, and continues to conduct its business and affairs as a debtor-in-possession; and

WHEREAS, pursuant to the terms of that certain Order of the Bankruptcy Court dated October 29, 2002, a true and correct copy of which is attached hereto and incorporated herein by reference as Exhibit "A", the Bankruptcy Court authorized the sale of the Mixer Business Assets to Assignee.

NOW, THEREFORE, for good and valuable consideration paid by Assignee, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Marks, the Goodwill and the Registrations, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors and assigns, for the full extent of the life of the Marks and the term of the Applications, to be used as fully and entirely as such rights would have been held and enjoyed by Assignor had this Assignment and sale not been made, as well

as all rights to damages or profits, due or accrued, arising out of past infringement of such Marks or injury to said goodwill and the right to sue for and recover the same in the Assignee's own name; and

Assignor covenants that Assignor is the rightful owner of the Marks and the holder of record title to the Registrations, and that there are no prior encumbrances, pledges, assignments or licenses of its rights in the Marks to any third Party, and that Assignor has full power to make this Assignment.

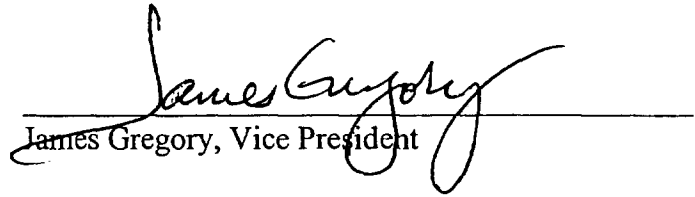
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IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 8th
day of November, 2002.

SKINNER ENGINE COMPANY, INC., a
Pennsylvania corporation

By:


James Gregory, Vice President

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REA: 135085 v. 1

TRADEMARK
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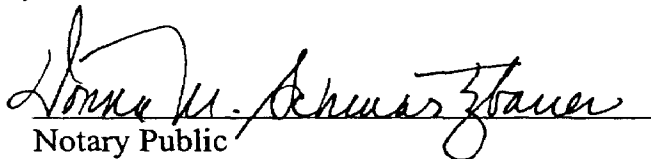
COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Allegheny)

SS:

On this 8th day of November, 2002, before me, a Notary Public, the undersigned officer, personally appeared James Gregory, who acknowledged himself to be the Vice President of Skinner Engine Company, Inc., a Pennsylvania corporation, and that he, as such Vice President, being duly authorized to do so, executed the foregoing instrument on behalf of the corporation by signing his name as such Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

