

03-11-2003



Form PT O-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
The National Machinery Company

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

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

2. Name and address of receiving party(ies)
Name: NMC Acquisition LLC
Internal
Address: 122 S. Michigan Avenue, Suite 1700
Street Address: _____
City: Chicago State: IL Zip: 60605

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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 Foreclosure Bill of Sale and Transfer Statement

Execution Date: February 26, 2002

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

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 590,337; 281,584;
110,182; 1,244,207; 1,583,328; 1,228,179

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Howard G. Shimola
Internal Address: Pearne & Gordon LLP

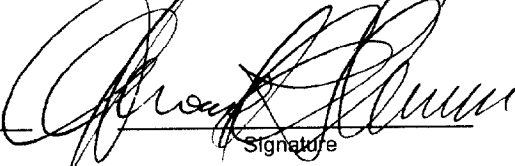
Street Address: 526 Superior Avenue East
Suite 1200
City: Cleveland State: OH Zip: 44114-1484

6. Total number of applications and registrations involved: **6**

7. Total fee (37 CFR 3.41).....\$ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-0820

DO NOT USE THIS SPACE

9. Signature.

Howard G. Shimola February 20, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **5**

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

03/10/2003 6TDM11 00000068 590337

01 FC:8521 40.00 OP
02 FC:8522 125.00 OP

TRADEMARK
REEL: 002687 FRAME: 0744

**FORECLOSURE BILL OF SALE AND
TRANSFER STATEMENT**

FOR VALUE RECEIVED, NMC Acquisition LLC, a Delaware limited liability company (the "**Secured Party**"), does hereby sell to NMC Acquisition LLC, a Delaware limited liability company (the "**Buyer**"), all of the rights of The National Machinery Company, an Ohio corporation (the "**Debtor**"), in the following collateral: All of the Debtor's accounts, machinery, equipment, fixtures, inventory, goods, chattel paper, deposit accounts, tax refunds, general intangibles (including, without limitation, all patents, trademarks and copyrights), contract rights, instruments, documents and all other personal property or interests in personal property; whether any of the foregoing is owned now or acquired later; all accessions to, substitutions for, and all replacements, products and proceeds of the foregoing; all books and records pertaining to any of the foregoing; and all insurance policies insuring any of the foregoing; provided, however, that this Foreclosure Bill of Sale and Transfer Statement specifically excludes and does not convey to the Buyer any equity securities or similar financial assets (e.g., interests in any corporations, partnerships or limited liability companies) owned or held by the Debtor;

TO HAVE AND TO HOLD unto the Buyer and its assigns forever.

This Foreclosure Bill of Sale and Transfer Statement has been issued following a public disposition held pursuant to Ohio Revised Code § 1309.610 and is intended to constitute a Transfer Statement within the meaning of Ohio Revised Code § 1309.619. The Debtor has defaulted in connection with an obligation secured by the above-referenced collateral, the Secured Party has exercised its post-default remedies with respect to the collateral, and, by reason of the exercise, the Buyer has acquired the rights of the Debtor in the collateral.

The name and address of the Secured Party is:

NMC Acquisition LLC
c/o Alpha Capital Partners, Ltd.
122 South Michigan Avenue, Suite 1700
Chicago, Illinois 60603

The name and address of the Debtor is:

The National Machinery Company
161 Greenfield Street
Tiffin, Ohio 44883

The name and address of the Buyer is:

NMC Acquisition LLC
c/o Alpha Capital Partners, Ltd.
122 South Michigan Avenue, Suite 1700
Chicago, Illinois 60603

This Foreclosure Bill of Sale and Transfer Statement is made without any warranties whatsoever. Without limiting the generality of the foregoing THE SECURED PARTY (1)

EXPRESSLY DISCLAIMS ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR PARTICULAR PURPOSE, AND (2) MAKES NO WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT, OR THE LIKE IN THIS DISPOSITION.

This Foreclosure Bill of Sale and Transfer Statement does not convey, and the Buyer shall not assume, directly or indirectly, any liabilities or obligations of the Debtor of any kind whatsoever and all of such liabilities and obligations are hereby disclaimed by the Buyer absolutely.

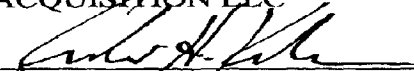
Dated: February 26, 2002

NMC ACQUISITION LLC

By

Name

Its


ANDREW H. KARNOW
MANAGING MEMBER

<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
BOLTMAKER	United States	590,337	6/1/1954
BOLTMAKER	Benelux	24615	4/29/1971
BOLTMAKER	Canada	124197	11/3/1961
BOLTMAKER	France	1310145	5/22/1985
BOLTMAKER	Germany	780258	11/23/1963
BOLTMAKER	Germany	789599	2/6/1958
BOLTMAKER	Italy	382036	11/27/1985
FORMAX	United States	1,583,328	2/20/1990
FORMAX	Benelux	529062	10/1/1993
FORMAX	Brazil	817144250	3/26/1996
FORMAX	Canada	430714	7/22/1994
FORMAX	China	722505	12/28/1994
FORMAX	France	93453860	7/23/1993
FORMAX	Germany	663893	11/30/1995
FORMAX	Japan	4066887	10/9/1997
FORMAX	Liechtenstein	8678	2/8/1993
FORMAX	South Korea	287331	3/25/1994
FORMAX	Spain	1744850	3/1/1996
FORMAX	Switzerland	405094	11/15/1993
FORMAX	United Kingdom	1526485	10/28/1994
MAXI	United States	1,244,207	7/5/1983
MAXIPRES	United States	281,584	3/24/1931
MAXIPRES	Benelux	63006	6/26/1973
MAXIPRES	Canada	TMDA/51984	4/18/1931
MAXIPRES	Germany	669349	11/11/1953
MAXIPRES	Italy	664811	12/11/1995
MAXIPRES	Spain	656257	6/1/1975
MAXIPRES	United Kingdom	522003	4/15/1931
NATIONAL	United States	110,182	5/9/1916
NATIONAL	United Kingdom	740611	3/23/1955
NATIONAL MACHINERY & Fancy N Logo	United States	1,228,179	2/22/1983
NATIONAL MACHINERY & Fancy N Logo	Benelux	450761	10/14/1988
NATIONAL MACHINERY & Fancy N Logo	Brazil	814612113	3/5/1991

<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
NATIONAL MACHINERY & Fancy N Logo	Canada	359715	8/25/1989
NATIONAL MACHINERY & Fancy N Logo	France	1494955	
NATIONAL MACHINERY & Fancy N Logo	Germany	2051184	12/3/1994
NATIONAL MACHINERY & Fancy N Logo	Italy	817293	3/14/1991
NATIONAL MACHINERY & Fancy N Logo	Liechtenstein	8679	2/8/1993
NATIONAL MACHINERY & Fancy N Logo	Spain	1281255	1/5/1990
NATIONAL MACHINERY & Fancy N Logo	United Kingdom	1362546	1/14/1994