

03-25-2003

SHEET

U.S. DEPARTMENT OF COMMERCE
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): 3-3-03

THE CIT GROUP/BUSINESS CREDIT, INC.

- Individual(s)
- General Partnership
- Corporation - New York
- Other _____

- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other - Termination and Release of Assignment for Security (Trademarks)
- Merger
- Change of Name

Execution Date: February 24, 2003

2. Name and address of receiving party(ies):

NORCO, INC.
139 Ethan Allen Highway
Ridgefield, Connecticut 06877-6207

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

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
MAR -3 PM 12:11
FINANCE SECTION

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,144,720 2,004,333 1,358,860 1,153,612

Additional numbers attached? Yes No

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

Name: GLENN A. GUNDERSEN
DECHERT LLP
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

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
(Including any underpayment)

8. Deposit account number: 04-0475

(Attach duplicate copy of this page if paying by deposit account)

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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.

Matthew T. Smith
Name of Person Signing

Signature

February 28, 2003
Date

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

Mail documents to be recorded with required cover sheet information to:

03/24/2003 TD10Z1 00000036 040475 1144720

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:0521 40.00 CH

02 FC:0522 75.00 CH

TRADEMARK
REEL: 002698 FRAME: 0247

**TERMINATION AND RELEASE
OF ASSIGNMENT FOR SECURITY (TRADEMARKS)**

TERMINATION AND RELEASE OF ASSIGNMENT FOR SECURITY (TRADEMARKS) ("Release"), dated as of February 24, 2003, by THE CIT GROUP/BUSINESS CREDIT, INC. ("CIT").

WHEREAS, pursuant to the terms of that certain Assignment for Security (Trademarks) dated as of August 7, 2002 (the "Trademark Assignment"), between NORCO, INC., a Connecticut corporation ("NORCO") and CIT and in furtherance of the terms of that certain Financing Agreement dated as of August 7, 2002 (the "Financing Agreement") among TransTechnology Corporation, a Delaware corporation ("TransTechnology"), NORCO, TCR Corporation, a Minnesota corporation, and CIT, NORCO pledged, conveyed, sold, assigned, transferred and set over unto CIT, and granted to CIT, for the benefit of CIT, a continuing security interest in and lien on all right, title and interest of NORCO in, to and under all trademarks, trademark registrations and applications with United States Patent and Trademark Office listed on Schedule 1A attached hereto, and all good-will of the business symbolized by such trademarks, trademark registrations and applications and all proceeds therefrom (such trademarks, trademark registrations and applications, and associated good-will and proceeds being referred to herein as the "Named Trademarks");

WHEREAS, as of the date hereof NORCO has sold its business and substantially all of its assets, including the Named Trademarks (the "NORCO Disposition"), to Marathon Power Technologies Company, a Delaware corporation ("Purchaser"); and

WHEREAS, in connection with the NORCO Disposition, CIT has agreed to terminate and release its security interest and all of the right, title and interest granted to it pursuant to the Trademark Assignment in each of the Named Trademarks and to terminate the Trademark Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CIT and NORCO hereby agrees as follows:


1. **Release and Conveyance.** CIT hereby terminates and releases its security interest in and lien on, and conveys, sells, assigns, transfers and sets over to NORCO all of its rights, title and interest in each of the Named Trademarks, effective as of the date set forth above.
2. **Release of NORCO.** NORCO is hereby released from all of its obligations under the Trademark Assignment, and the Trademark Assignment is hereby terminated effective as of the date set forth above.
3. **No Other Terms and Conditions of Trademark Assignment.** All terms and conditions of the Trademark Assignment and all terms and conditions of the Financing Agreement that specifically relate to the Trademark Assignment are hereby deemed satisfied and shall have no further force or effect.

4. Further Assurances. CIT agrees to authenticate and deliver to TransTechnology, NORCO and Purchaser or their respective counsel, at the expense of TransTechnology, such other writings or records and make and do all such other and further acts or things, as TransTechnology, NORCO and Purchaser or their respective counsel shall reasonably deem necessary or advisable to effectuate or better evidence the agreements, terminations and release contained in this Release.

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IN WITNESS WHEREOF, CIT has executed this Release, to take effect as of the date first set forth above.

THE CIT GROUP/BUSINESS CREDIT, INC.

By: 
Name: Alan Strauss
Title: Vice President - Team Leader

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

Mark	Country	Trademark #	Date	Owner
BALL REVERSER	US	1144720	12/30/1980	NORCO, Inc.
FLENNUT	US	2004333	10/1/1996	NORCO, Inc.
FN and design	US	1358860	9/10/1985	NORCO, Inc.
NORCO INC and design	US	1153612	5/12/1980	NORCO, Inc.

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RECORDED: 03/03/2003

**TRADEMARK
REEL: 002698 FRAME: 0251**