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03-26-2003



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To the Honorable Commissioner of Patents

102400709

and/or copy thereof.

1. Name of conveying party(ies) (assignor(s)): 3-24-03
 Prism IP Holdings LLC

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

Additional name(s) of conveying party(ies) attached? yes no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Lincoln Industrial Corporation
 Address: One Lincoln Way

City: St. Louis
 State: Missouri Zip: 63120
 Country: U.S.A.

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 14, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) B. Trademark Registration No.(s)

2,060,647 (Classes 7 and 9 only)

Additional numbers attached? Yes No

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

Julie J. McMurry
 Senniger, Powers, Leavitt & Roedel
 One Metropolitan Square
 16th Floor
 St. Louis, Missouri 63102
 (314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
 Application(s) 0 + Registration(s): 1 = Total 1

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 19-1345
 (Duplicate copy of this sheet attached)
 Charge any underpayment or credit any overpayment to above 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.

Julie J. McMurry Julie J. McMurry March 18, 2003
 Name of Person Signing Signature Date

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

7

03/25/2003 ECOOPER 00000072 2060647
01 FL#8521 40.00 IP

ASSIGNMENT OF TRADEMARK

WHEREAS, Prism IP Holdings LLC (Assignor), a Delaware limited liability corporation, having its principal place of business at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801, has adopted, used, is using and is the owner of the mark **MITYVAC**, registered in the United States Patent and Trademark Office under Registration No. 2,060,647;

WHEREAS, Lincoln Industrial Corporation (Assignee), a Delaware corporation, having its principal place of business at One Lincoln Way, St. Louis, Missouri 63120, is desirous of acquiring all rights in and to said mark with respect to all goods in International Classes 7 and 9 identified in said registration, and any other goods in International Classes 7 and 9 in connection with which the MITYVAC mark has been used by Licensor or its predecessors in interest;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said mark with respect to all aforesaid goods in International Classes 7 and 9, together with the goodwill of the business symbolized by said mark and registration thereof in said Classes, and including all common-law and other rights in said mark regarding the aforesaid goods in said Classes, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said mark regarding the aforesaid goods in said Classes prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

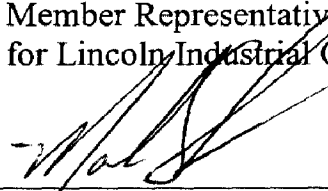
[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment on the 14th day of March, 2003.

Prism IP Holdings LLC

By:

Title: Member Representative
for Lincoln Industrial Corporation



By: Mark Smith

Title: Member Representative
for Prism Enterprises LP

ASSIGNMENT OF TRADEMARK

WHEREAS, Prism IP Holdings LLC (Assignor), a Delaware limited liability corporation, having its principal place of business at 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801, has adopted, used, is using and is the owner of the mark **MITYVAC**, registered in the United States Patent and Trademark Office under Registration No. 2,060,647;

WHEREAS, Lincoln Industrial Corporation (Assignee), a Delaware corporation, having its principal place of business at One Lincoln Way, St. Louis, Missouri 63120, is desirous of acquiring all rights in and to said mark with respect to all goods in International Classes 7 and 9 identified in said registration, and any other goods in International Classes 7 and 9 in connection with which the MITYVAC mark has been used by Licensor or its predecessors in interest;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said mark with respect to all aforesaid goods in International Classes 7 and 9, together with the goodwill of the business symbolized by said mark and registration thereof in said Classes, and including all common-law and other rights in said mark regarding the aforesaid goods in said Classes, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said mark regarding the aforesaid goods in said Classes prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment on the 25th day of February, 2003.

Prism IP Holdings LLC

 2-25-03

By: Kenneth Walsh

Title: Member Representative
for Lincoln Industrial Corporation

By:

Title: Member Representative
for Prism Enterprises LP