

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Warner Electric Technology, Inc.		07/03/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pacsci Motion Control, Inc.
Street Address:	110 Fordham Road
City:	Wilmington
State/Country:	MASSACHUSETTS
Postal Code:	01887
Entity Type:	CORPORATION: MASSACHUSETTS

Name:	Pacsci Motion Control, Inc.
Street Address:	110 Fordham Road
City:	Wilmington
State/Country:	MASSACHUSETTS
Postal Code:	01887
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	0690481	5-WAY
Registration Number:	1052794	BRONCO
Registration Number:	1062665	CHALLENGER
Registration Number:	1893972	ELECTRAK
Registration Number:	2218567	LOADLIGN
Registration Number:	0659537	LUXTROL
Registration Number:	1353750	MITAS
Registration Number:	1188529	MODUL YNX
Registration Number:	1754864	

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Registration Number:	1382297	POWERCHEK
Registration Number:	0832444	POWERKOTE
Registration Number:	0846959	POWERSTAT
Registration Number:	0635500	POWERSTAT
Registration Number:	0864950	PSI
Registration Number:	2058337	RAPIDBELT
Registration Number:	2062226	RAPIDLIFT
Registration Number:	2062251	RAPIDRAIL
Registration Number:	2001525	RAPIDTRAK
Registration Number:	0663060	SE
Registration Number:	0781695	SE
Registration Number:	0855946	
Registration Number:	0859650	SE
Registration Number:	0872121	SE
Registration Number:	0876408	SE
Registration Number:	1043340	SECO
Registration Number:	0685066	SLO-SYN
Registration Number:	0777758	SLO-SYN
Registration Number:	0855965	SLO-SYN
Registration Number:	0859252	SLO-SYN
Registration Number:	1140276	STABILINE
Registration Number:	1298617	STABILINE
Registration Number:	1339024	STABILINE
Registration Number:	0690836	SUPERCON
Registration Number:	2159981	WARNER ELECTRIC SIZING SELECTING
Registration Number:	2377482	WARPDRIVE
Registration Number:	1614619	MOVOPART
Serial Number:	75640293	SCANAC

CORRESPONDENCE DATA

Fax Number: (513)381-0205

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 5133812838

Email: bayliss@taftlaw.com

Correspondent Name: Linda D. Bayliss, Paralegal

Address Line 1: Suite 1800, 425 Walnut Street

Address Line 4: Cincinnati, OHIO 45202

TRADEMARK

REEL: 002799 FRAME: 0576

NAME OF SUBMITTER:

Linda D. Bayliss, paralegal

Total Attachments: 8

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ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of July ^{3rd}, 2000 ("Assignment"), by WARNER ELECTRIC TECHNOLOGY, INC., a Delaware corporation ("Assignor"), with its principal place of business at 9211 Forest Hill Avenue, Suite 109 Richmond, Virginia 23235, USA, in favor of PACSCI MOTION CONTROL, INC., a Massachusetts corporation ("Assignee"), with its principal place of business at 110 Fordham Road, Wilmington, MA 01887, USA.

W I T N E S S E T H

WHEREAS, Assignor has adopted, used, is using and is the owner of the trademarks and/or service marks listed on Attachment 1 hereto, which trademarks and/or service marks are registered or have been filed for registration in the United States Patent and Trademark Office and equivalent offices in other jurisdictions (the "Trademarks"); and

WHEREAS, Assignor and Assignee are parties to that certain Stock and Asset Purchase Agreement, dated as of May 3, 2000, amended as of June 30, 2000 (the "Purchase Agreement"), pursuant to which Assignor has agreed to sell to Assignee, and Assignee has agreed to purchase from Assignor, the Trademarks and the goodwill connected with and symbolized thereby, among other assets.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, and deliver to Assignee all of Assignor's right, title, and interest in and to the Trademarks and the registrations thereof and applications therefor, together with (i) the goodwill of the business connected with the use of and symbolized by the Trademarks, (ii) all causes of actions, claims and demands or other rights for, or arising from any infringement, including past infringement, of the Trademarks, (iii) to the extent that any trademark or service mark applications included in the Trademarks are filed on the basis of Assignor's "intent to-use" such trademarks or service marks, the portion of the business to which those trademarks or service marks apply (which business is ongoing and existing), and (iv) all rights corresponding thereto throughout the world, all upon the terms and subject to the conditions set forth in the Purchase Agreement.

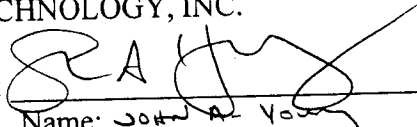
Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed.

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IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:

WARNER ELECTRIC
TECHNOLOGY, INC.

By: 
Name: John A. Young
Title: VP

Acknowledged and
Accepted:

ASSIGNEE:

PACSCI MOTION CONTROL, INC.

By: _____
Name:
Title:

(273397)

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by the signature of its duly authorized officer as of the date above first written.

ASSIGNOR:


**WARNER ELECTRIC
TECHNOLOGY, INC.**

By: _____
Name:
Title:

Acknowledged and
Accepted:

ASSIGNEE:

PACSCI MOTION CONTROL, INC.

By: 
Name: James H. Dittloff
Title: Director

(273394)

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
SINGAPORE	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	2482/86	2482/86	27 FEB 1997
SPAIN	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	440578	440578	25 JUN 1964
SPAIN	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	440579	440579	25 JUN 1964
SWEDEN	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	2991/62	105985	26 APR 1963
SWEDEN	SE IN SQUARE DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	3110/72	141396	01 DEC 1982
SWEDEN	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	486/64	110417	10 JUL 1994
SWEDEN	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	487/64	112678	23 APR 1995
SWITZERLAND	LUXTROL	WARNER ELECTRIC TECHNOLOGY, INC.	4442	320857	29 JUL 1982
SWITZERLAND	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	4167/68	321532	29 JUL 1982
SWITZERLAND	SE IN SQUARE DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	3246/1992.2	398241	21 APR 1992
SWITZERLAND	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	480	328808	15 NOV 1983
SWITZERLAND	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	479	328971	15 NOV 1983
THAILAND	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	313742	Kor 50685	17 SEPT 1996
USA	5-WAY	WARNER ELECTRIC TECHNOLOGY, INC.	50324	690481	29 DEC 1959
USA	BRONCO	WARNER ELECTRIC TECHNOLOGY, INC.	075426	1052794	16 NOV 1996
USA	CAMAS	WARNER ELECTRIC TECHNOLOGY, INC.	595481	1925280	10 OCT 1996
USA	CHALLENGER	WARNER ELECTRIC TECHNOLOGY, INC.	030263	1062665	05 APR 1997
USA	ELETRAK	WARNER ELECTRIC TECHNOLOGY, INC.	454784	1893972	16 MAY 1995
USA	LOADLIGN	WARNER ELECTRIC TECHNOLOGY, INC.	368382	2218567	19 JAN 1999

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
USA	LUXTROL	WARNER ELECTRIC TECHNOLOGY, INC.	004244	659537	18 MAR 1998
USA	MITAS	WARNER ELECTRIC TECHNOLOGY, INC.	461240	1353750	13 AUG 1985
USA	MODULYNX AND DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	303964	1188529	02 FEB 1982
USA	MOTION SYMBOL	WARNER ELECTRIC TECHNOLOGY, INC.	139118	1754864	02 MAR 1993
USA	POWERCHEK	WARNER ELECTRIC TECHNOLOGY, INC.	552198	1382297	11 FEB 1986
USA	POWERKOTE	WARNER ELECTRIC TECHNOLOGY, INC.	245989	832444	25 JUL 1967
USA	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	245992	846959	02 APR 1968
USA	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	004241	635500	09 OCT 1996
USA	PSI AND DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	287582	864950	18 FEB 1969
USA	RAPIDBELT	WARNER ELECTRIC TECHNOLOGY, INC.	005482	2058337	29 APR 1997
USA	RAPIDLIFT	WARNER ELECTRIC TECHNOLOGY, INC.	007233	2062226	13 MAY 1997
USA	RAPIDRAIL	WARNER ELECTRIC TECHNOLOGY, INC.	016825	2062251	13 MAY 1997
USA	RAPIDTRAK	WARNER ELECTRIC TECHNOLOGY, INC.	007232	2001525	17 SEPT 1996
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	007125	663060	17 JUNE 1998
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	186483	781695	15 DEC 1964
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	245990	855946	03 SEPT 1968
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	245993	859650	05 NOV 1968
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	307248	872121	01 JUL 1969
USA	SE IN SQUARE	WARNER ELECTRIC TECHNOLOGY, INC.	308325	876408	09 SEP 1969

Country	Trademark	Owner	Application Number	Registration Number	Date of Registration*
USA	SECO & DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	32701	1043340	23 SEP 1969
USA	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	66177	685066	15 SEP 1959
USA	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	176327	777758	29 SEP 1964
USA	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	245991	855965	03 SEP 1968
USA	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	245994	859252	29 OCT 1968
USA	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	218972	1140276	07 OCT 1984
USA	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	445897	1298617	02 OCT 1984
USA	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	504330	1339024	04 JUN 1985
USA	SUPERCON	WARNER ELECTRIC TECHNOLOGY, INC.	76443	690836	05 JAN 1960
USA	SUPERIOR SOLUTIONS	WARNER ELECTRIC TECHNOLOGY, INC.	723324		7 JUN 1999
USA	UMBRELLA DESIGN	WARNER ELECTRIC TECHNOLOGY, INC.	168068	2159981	26 MAY 1998
USA	WARPDRIVE	WARNER ELECTRIC TECHNOLOGY, INC.	787299		30 AUG 1999
VENEZUELA	POWERSTAT	WARNER ELECTRIC TECHNOLOGY, INC.	5243	63131	5 JAN 1971
VENEZUELA	SLO-SYN	WARNER ELECTRIC TECHNOLOGY, INC.	5242	70571-F	16 OCT 1972
VENEZUELA	STABILINE	WARNER ELECTRIC TECHNOLOGY, INC.	6306-85	7039/1996	30 JUL 1996

(273242/1)

Trademarks

Trademark	Owner	Application Number	Registration Number	Filing Date
LUXTROL Superior	WARNER ELECTRIC TECHNOLOGY, INC.	822519	822519	29 JUN 1961
MITAS Superior	WARNER ELECTRIC TECHNOLOGY, INC.	1229391	1229391	1 NOV 1984
MODULYNX Superior	WARNER ELECTRIC TECHNOLOGY, INC.	1173273	B1173273	14 APRIL 1982
POWERSTAT Superior	WARNER ELECTRIC TECHNOLOGY, INC.	822518	822518	29 JUN 1961
SE IN SQUARE Superior	WARNER ELECTRIC TECHNOLOGY, INC.	896524	896524	29 JUN 1966
SE IN SQUARE DESIGN Superior	WARNER ELECTRIC TECHNOLOGY, INC.	880341	880341	03 JUN 1965
SLO-SYN Superior	WARNER ELECTRIC TECHNOLOGY, INC.	838489	B3838489	24 AUG 1962
STABOLINE Superior	WARNER ELECTRIC TECHNOLOGY, INC.	838490	B3838490	24 AUG 1962

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