

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings

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

1. Name of conveying party(ies): NMTC, INC. d/b/a/ MATCO TOOLS
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: MECHANICS CUSTOM TOOLS CORPORATION
Internal Address:
Address:
Street Address: 16 West Main Street
City: Christiana State: DE Zip: 19702
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: 03/04/04

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78/319,876
78/332,798 78/319,869
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Diane H. Dobrea
Internal Address:
CALFEE, HALTER & GRISWOLD LLP
Suite 1400
Street Address: 800 Superior Avenue
City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 03-0172

DO NOT USE THIS SPACE

9. Signature.
Diane H. Dobrea
Name of Person Signing
Signature
Date

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

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

CH \$90.00 030172 78319876

ASSIGNMENT OF MARKS

WHEREAS, **NMTC, INC. d/b/a MATCO TOOLS**, a Delaware corporation with offices at 4403 Allen Road, Stow, Ohio 44224 ("Assignor"), has adopted, used and/or is using in commerce certain marks in the United States and/or elsewhere (collectively, the "Marks"), and is the owner of the applications for registration for one or more of the Marks listed below:

<u>Mark</u>	<u>Appl. No.</u>	<u>Appl. Date</u>
NEXT GENERATION	78/319,876	10/28/03
SILVER EAGLE	78/332,798	11/25/03
UNI PRO	78/319,869	10/28/03

WHEREAS, **MECHANICS CUSTOM TOOLS CORPORATION**, a Delaware corporation with offices at 16 West Main Street, Christiana, Delaware 19702 ("Assignee"), is desirous of acquiring all right, title and interest in and to the Marks, applications for registration of the Marks, and the goodwill associated with the Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, effective as of January 1, 2004, all worldwide right, title and interest in and to (i) the Marks, (ii) the applications for registration of the Marks listed above, (iii) all income, royalties, damages and payments now or hereafter due or payable with respect to the Marks, (iv) all rights of action arising from the Marks, including all claims for damages by reason of past, present and future infringement of the Marks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and (v) the goodwill of the business symbolized by the Marks.

Dated: MARCH 4, 2004.

NMTC, INC. d/b/a MATCO TOOLS

By: Raymond J. Richard
 Name: RAYMOND J. RICHARD
 Title: TREASURER

ACKNOWLEDGEMENT

MECHANICS CUSTOM TOOLS CORPORATION ("Assignee") hereby acknowledges the assignment to it of the Marks and applications for registration identified above, and the goodwill attached to the Marks.

EXECUTED at CHRISTIANA, DE, this 25TH day of FEBRUARY, 2004.

MECHANICS CUSTOM TOOLS CORPORATION

By: Keith L. Thompson
 Name: KEITH L. THOMPSON
 Title: ASSISTANT TREASURER