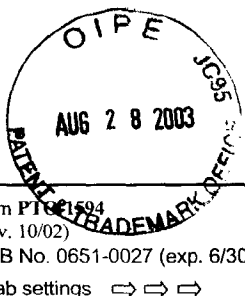


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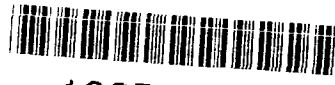


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Form PT 1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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J.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):
 BALLY ENGINEERED STRUCTURES, INC.

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: CIT GROUP/BUSINESS CREDIT, INC.
 Internal Address: _____
 Street Address: 1211 Avenue of the Americas
 City: New York State: NY Zip: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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: 6/28/95

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

B. Trademark Registration No.(s) 739362, 789062, 857032, 1437067, 992472, 1197795

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Keith N. Leonard, Esquire
 Internal Address: Leonard Tillery & Sciolla, LLP

 Street Address: 1515 Market Street
 Suite 1800
 City: Philadelphia State: PA Zip: 19102

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 50-1665

DO NOT USE THIS SPACE

9. Signature.
 KEITH N. LEONARD, ESQUIRE
 Name of Person Signing

Signature

08/25/03
 Date

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

09/03/2003 LHWELLER 00000272 501665 739362

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

01 FC:0521 40.00 DA
02 FC:0522 175.00 DA

TRADEMARK REEL: 002815 FRAME: 0429

ADDENDUM to PTO-1594 RECORDATION FORM COVER SHEET

No. 4.B. Additional TRADEMARK REGISTRATIONS (8 total)

1331909

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TRADEMARK ASSIGNMENT

WHEREAS, Bally Engineered Structures, Inc., a Pennsylvania corporation, with offices at 20 North Front Street, Bally, Pennsylvania, (hereinafter referred to as "the Debtor") owns and has used in its business certain trademarks, as listed in Schedule "A" hereto (hereinafter referred to as "the Trademarks"); and

WHEREAS, Debtor is in default under the terms of, among other things, the Security Agreement dated as of November 1, 19987 (hereinafter referred to as the "Security Agreement") between the Debtor and The CIT Group/Business Credit, Inc. (hereinafter referred to as "the Secured Party"), and all documents executed in connection therewith (hereinafter collectively referred to as the "Security Documents"); and

WHEREAS, Secured Party pursuant to its rights as a secured party under the Security Agreement, the Security Documents, and pursuant to and in exercise of its rights as a secured party under the New York Uniform Commercial Code has chosen to exercise its rights upon default.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Debtor does hereby absolutely sell, assign, transfer and convey unto Secured Party the Debtor's rights, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the right to sue and recover for past infringement thereof.

266721.2

IN WITNESS WHEREOF, The CIT Group/Business Credit, Inc. has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 28 day of Jun, 1995.

THE CIT GROUP/BUSINESS CREDIT, INC.

By: *Ben Landriscina*
Name: Ben Landriscina
Title: Executive Vice President

ALY ENGINEERED STRUCTURES, NC.
SCHEDULE OF TRADEMARKS

<u>TRADEMARK</u>	<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
SPEED-LOK	UNITED STATES	739,362	10/16/62 (renewed 10/16/82)
B (within a square)	UNITED STATES	789,062	05/06/65 (renewed 05/04/85)
BALLY	UNITED STATES	857,032	09/17/68 (renewed 09/17/88)
BALLY	UNITED STATES	1,437,067	04/21/87
DATA-SHIELD	UNITED STATES	992,472	09/03/74
THERMOBALANCE	UNITED STATES	1,197,795	06/15/82
THERMOWELD	UNITED STATES	1,331,909	04/23/85
NORTHWIND 1000	UNITED STATES	Pending, Serial Application No. 73/800.046	Application filed 05/15/89
BALLY	CANADA	212,154	02/13/76
VALIE IN KATAKANA	JAPAN	1,023,397	07/16/83
VALIE	JAPAN	1,023,398	07/16/83
BALLY	JAPAN	2,079,002	06/15/88
BALLY	PRC	245,202	02/28/86
BALLY	PRC	245,244	02/28/86
COLDSTORE/96	PRC	245,196	02/28/86
SPEED-LOK	PRC	244,217	02/28/86
THERMOBALANCE	PRC	245,195	02/28/86
THERMOWELD	PRC	245,210	02/28/86

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RECORDED: 08/28/2003

TRADEMARK
REEL: 002815 FRAME: 0433