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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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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): FLEET NATIONAL BANK

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Bank

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Discharge of Trademarks

Execution Date: October 15, 2003

2. Name and address of receiving party(ies)

Name: GPE ACQUISITION CO.

Internal Address:

Street Address: 8823 APISON PIKE

City: OOLTEWAH State: TN Zip: 37363

- 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

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

A. Trademark Application No.(s) n.a.

B. Trademark Registration No.(s) 2,346,234

Additional number(s) attached Yes No

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

Name:

Internal Address:

Attn: Penelope J.A. Agodoa Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005 202.783.2700

Street Address:

City State Zip

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

PENELOPE S. JOHNSON Name of Person Signing

Penelope S. Johnson Signature

10/21/2003 Date

Total number of pages including cover sheet, attachments, and document 4

10/24/2003 6TON11 00000017 2346234

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

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TRADEMARK REEL: 002849 FRAME: 0121

**DISCHARGE OF TRADEMARK COLLATERAL SECURITY
AND PLEDGE AGREEMENT**

THIS DISCHARGE OF TRADEMARK COLLATERAL SECURITY AND PLEDGE AGREEMENT, dated October 15, 2003, is executed by Fleet Capital Corporation, as agent (as agent and assignee of Fleet National Bank, "Secured Party") under that certain Loan and Security Agreement dated as of February 29, 2000 by and between Secured Party, Citizens Bank of Massachusetts, Key Corporate Capital, Inc., Fleet National Bank, Attachment Technologies, Inc., TMEC Acquisition Corp., SEC Acquisition Co., CPE Acquisition Co. ("CPE") and Badger Attachments, Inc., as amended, and is delivered to CPE.

WHEREAS, the Secured Party recorded a Trademark Collateral Security and Pledge Agreement by and between Secured Party and CPE on August 8, 2002 in the United States Patent and Trademark Office at Reel 002569, Frame 0806 (the "Trademark Agreement");

WHEREAS, the Trademark Agreement included reference to the trademark application listed on Schedule 1 hereto;

WHEREAS, the Secured Party desires to discharge the Trademark Agreement and terminate its security interest in the Trademark Collateral (as defined in the Trademark Agreement) and the trademark application; and

WHEREAS, the Secured Party acknowledges that the §2(b) Assignment (as defined in the Trademark Agreement) was never in force or effect because the conditions set forth therein were never met.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby discharges the Trademark Agreement and releases all of the Secured Party's security interest in and lien upon the Trademark Collateral including the trademark application listed on Schedule 1 hereto, and reassigns any and all interest it may have in the Trademark Collateral and the goodwill appurtenant thereto, including the trademark application, to CPE.

[Remainder of page intentionally left blank.]

Very truly yours,

FLEET CAPITAL CORPORATION, as Agent

By: [Signature]
Name: Michael S. Hoins
Title: Vice President

CERTIFICATE OF ACKNOWLEDGEMENT

Connecticut
COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK Hartford)

SS Hartford

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 10th day of October, 2003, personally appeared Michael S. Hoins to me known personally, and who, being by me duly sworn, deposes and says that he is a Vice President of Fleet Capital Corporation and that said instrument was signed on behalf of said corporation and that said execution was the free act and deed of said corporation.

[Signature]

Notary Public

My commission expires:

KAREN CHRISTENSEN
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2004

Schedule 1

Trademark Applications

Trademark Application No.

75/691,887

Filing Date

4/27/99

Country

United States

Trademarks

Registration Number

2,346,234 (issued for the application number above)

Issue Date

Country