

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
TB Woods Incorporated		05/28/2004	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	TB Woods Enterprises, Inc.
Street Address:	300 Delaware Avenue
Internal Address:	Suite 1704
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2165737	ALL-PRO
Registration Number:	1164393	BRACKETRON
Registration Number:	1409209	DECK
Registration Number:	859264	DISC-O-TORQUE
Registration Number:	1116828	DURA-FLEX
Registration Number:	2169361	E-FLOW
Registration Number:	1333061	E-TRAC
Registration Number:	2156683	E-TROL+PLUS
Registration Number:	1361466	FIRST IN COUPLINGS
Registration Number:	2152362	FORMFLEX
Registration Number:	2261432	IMD
Registration Number:	2152366	NLS
Registration Number:	2152363	OMNITUBE
Registration Number:	2641082	PETRO-TRAC

CH \$840.00 2165737

Registration Number:	2191918	POOLE
Registration Number:	2723745	QT POWER CHAIN
Registration Number:	859263	ROTO-CAM
Registration Number:	676279	ROTO CONE
Registration Number:	2257668	S-TRAC
Registration Number:	1686040	SUPERSTART
Registration Number:	645415	SURE GRIP
Registration Number:	668649	SURE-FLEX
Registration Number:	646423	SURE-GRIP
Registration Number:	1109150	SURE-GRIP
Registration Number:	2152364	TRUETUBE
Registration Number:	862655	ULTRACON
Registration Number:	2150835	ULTRACON II
Registration Number:	1001969	ULTRA-V
Registration Number:	1001970	ULTRA-V
Registration Number:	1070167	U-TROL
Registration Number:	2152365	VAR-A-CONE
Registration Number:	2059245	W TB WOOD'S
Registration Number:	2801090	WOOD'S@WORK

CORRESPONDENCE DATA

Fax Number: (717)291-4660
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 717-399-1503
Email: cinnes@barley.com
Correspondent Name: Scott F. Landis
Address Line 1: 126 East King Street, P.O. Box 1559
Address Line 4: Lancaster, PENNSYLVANIA 17608-1559

ATTORNEY DOCKET NUMBER:	877610
NAME OF SUBMITTER:	Scott F. Landis

Total Attachments: 2
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TRADEMARK AND PATENT ASSIGNMENT

THIS TRADEMARK AND PATENT ASSIGNMENT made as of the 28th day of , May 2004, by and between TB WOOD'S, INC.(the "Assignor"), a Pennsylvania corporation, having its principal place of business at 440 North Fifth Avenue, Chambersburg, Pennsylvania 17201 and TB WOOD'S ENTERPRISES, INC., a Delaware corporation (the "Assignee"), having its principal place of business at 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

RECITALS:

- A. Assignor is the owner of trademarks, trademark applications, and trademark registrations ("Trademarks") listed on Schedule "A" attached hereto; and
- B. Assignor is the owner of patents, patent applications, and patent registrations ("Patents") listed on Schedule "B" attached hereto; and
- B. Assignor has elected to transfer all of its right, title, and interest in and to those Trademarks and Patents to Assignee.

AGREEMENT:

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, and transfers unto Assignee the entire rights, title, and interest in and to those Trademarks and Patents listed on Schedule "A" and Schedule "B" attached hereto, together with the goodwill of the business symbolized by the trademarks, trademark registrations and patents, together with all claims for damages by reason of past infringement of said trademarks and patents, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives. Assignor hereby covenants and agrees to and with said Assignee, its successors, legal representatives, and assigns, that, at the time of execution and delivery of these presents, the Assignor is the sole and lawful owner of the entire right, title, and interest in and to the Trademarks listed on Schedule "A" and the Patents listed on Schedule "B" and the same are unencumbered and the Assignor has good and full right and lawful authority to sell and convey the same in the manner set forth herein. Assignor hereby warrants and represents to Assignee that no other person, firm, or corporation has been granted any rights by Assignor in respect of the Trademarks listed on Schedule "A" or the patents listed on Schedule "B."

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the day and year first above written.

ATTEST:

(Corporate Seal)

TB WOOD'S INCORPORATED

By: Ray Schrod
~~President~~

ATTEST:

(Corporate Seal)

T. B. WOOD'S ENTERPRISES, INC.

By: Ray Schrod
~~President~~