

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | Release of Security Interest |
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|----------------------------------|----------|----------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| HELLER FINANCIAL, INC., as agent | | 10/31/1997 | CORPORATION: DELAWARE |

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| RECEIVING PARTY DATA | |
| Name: | WAIN-ROY, INC. |
| Street Address: | 6944 Newburg Road |
| City: | Rockford |
| State/Country: | ILLINOIS |
| Postal Code: | 61180 |
| Entity Type: | CORPORATION: MASSACHUSETTS |

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|---------------------------|---------|---------------|
| PROPERTY NUMBERS Total: 4 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 1892945 | RIPPER BUCKET |
| Registration Number: | 1200163 | TOOLHITCH |
| Registration Number: | 1005542 | JAW |
| Registration Number: | 0684757 | WAIN ROY |

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| CORRESPONDENCE DATA | |
| Fax Number: | (714)755-8290 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | (714) 540-1235 |
| Email: | greg.phillips@lw.com |
| Correspondent Name: | Gregory B. Phillips/Paralegal |
| Address Line 1: | 650 Town Center Drive |
| Address Line 2: | Suite 2000 |
| Address Line 4: | Costa Mesa, CALIFORNIA 92626 |

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|-------------------------|-------------|
| ATTORNEY DOCKET NUMBER: | 038716-0000 |
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| NAME OF SUBMITTER: | Gregory B. Phillips/Paralegal |
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OP \$115.00 1892945

Total Attachments: 2
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RELEASE

This Release granted on this 31 day of October, 1997, by HELLER FINANCIAL, INC., as Agent ("Agent") to Wain-Roy, Inc., a Massachusetts corporation, ("Grantor"), as follows:

WITNESSETH

WHEREAS, the Grantor has heretofore granted to the Agent a Security Interest in certain U.S. trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses (the "Marks") more particularly set forth on Schedule I attached hereto to secure the Obligations of the Grantor as defined in the Trademark Security Agreement between the parties dated September 29, 1995 (the "Trademark Security Agreement"); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule I hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor any and all right, title and interest in and to the Marks, and more particularly the security interest in the trademarks, trademark registrations, trademark applications, trade names and service marks and trademark licenses set forth on Schedule I hereto granted to the Agent by the Grantor by the Trademark Security Agreement.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer, has caused this instrument to be executed under seal on the date first written above.

Dated: October 31, 1997

HELLER FINANCIAL, INC., as Agent

By:

Name:

Title:

[Signature]
MICHAEL S. SZNAJDER
VP

[SEAL]

State of Illinois)
) ss.
County of Cook)

On this 30th day of October, 1997, before me personally appeared Michael S. Szajder, to me known who, being by me duly sworn, did depose and say that (s)he is a V.P. of Heller Financial, Inc., described herein and which executed the foregoing instrument and that (s)he signed his name thereto pursuant to the authority granted by Heller Financial, Inc.

Rhonda M. Scheidt
Notary Public

My Commission Expires: 2/5/2001



SCHEDULE I
TRADEMARK SECURITY AGREEMENT

Wain-Roy, Inc.

Reel/Frame: 1399/0734
Recordation: 10/13/1995

| MARK | SERIAL NO. | REG. NO. | DATE |
|---------------|------------|-----------|---------|
| Q-TILT | 74/047207 | 1,656,605 | 9/10/91 |
| ROTA JAW | 73/656176 | 1,496,558 | 7/19/88 |
| RIPPER BUCKET | 74/484750 | 1,892,945 | 5/9/95 |
| TOOLHITCH | 73/656176 | 1,200,163 | 7/6/82 |
| JAW | 72/444148 | 1,005,542 | 2/25/75 |
| WAIN-ROY | 72/066830 | 684,757 | |
| | | | |

TRADEMARK APPLICATIONS

| MARK | SERIAL NO. | DATE |
|------------|------------|---------|
| PINGRABBER | 74/467304 | 12/8/93 |

TRADEMARK LICENSES

None.