

5/10/04



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DEPARTMENT OF COMMERCE 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): Envirotest Systems Corp. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State (Delaware) [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Environmental Systems Products Holdings, Inc. Address: 11 Kripes Road East Granby State: CT Zip: 06026 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: April 27, 2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2287365; 2284859 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan Neuberger Weller Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. Street Address: 12010 Sunset Hills Road, Suite 900 City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 50-0311 (Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Susan Neuberger Weller Name of Person Signing [Signature] Signature May 10, 2004 Date Total number of pages including cover sheet, attachments, and document: 2

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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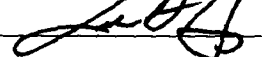
TRADEMARK ASSIGNMENT

WHEREAS, Envirotest Systems Corp. ("Assignor"), a Delaware corporation, with a business address at 11 Kripes Road, East Granby, Connecticut, 06026, has adopted and used in commerce the trademarks which are registered in the U.S. Patent and Trademark Office, Registration No. 2,287,365 registered October 19, 1999, for the mark ENVIROTEST, and Registration No. 2,284,859, registered April 2, 1998, for the MISCELLANEOUS DESIGN (collectively "Marks"); and

WHEREAS, Environmental Systems Products Holdings Inc. ("Assignee"), a Delaware corporation, with a business address at 11 Kripes Road, East Granby, Connecticut, 06026 ("Assignee") desires to acquire the Marks, Registration Nos. 2,287,365, and 2,284,859, and the goodwill thereof.

NOW, THEREFORE, for good and valuable consideration the sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, titles, and interests in the Marks and Registration Nos. 2,287,365, and 2,284,859, together with the goodwill of the business symbolized by the Marks, as well as the right to sue for and collect damages for past infringements.

ENVIROTEST SYSTEMS CORP.

By: 

Name: Lawrence D. Horwitz

Title: Vice President

Dated: April 27, 2004