

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Coe Manufacturing Company		10/14/2004	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	Ableco Finance LLC		
Street Address:	299 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10171		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	2566584	COE SKOOG	
Registration Number:	537343	COE	
Registration Number:	1831197	PERFECTSHAPE	
Registration Number:	1625718	D TEC	
Registration Number:	518061	COE	
Registration Number:	988301	MORVUE	
Serial Number:	76573612	3D ZONE CONTROL	
Serial Number:	76533341	BIOSCAN	
Serial Number:	76584501	COE GROUP INTERNATIONAL	
Serial Number:	76450262	COE	
Serial Number:	76573772	COE GROUP	
CORRESPONDENCE DATA			
Fax Number: (212)593-5955			
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

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TRADEMARK  
 REEL: 003024 FRAME: 0001

Phone: 2127562388  
Email: daniel.angel@srz.com  
Correspondent Name: Daniel Angel, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq.
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Signature:	/sas for da/
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Date:	02/08/2005
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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, The Coe Manufacturing Company, an Ohio corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated October 14, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agent and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

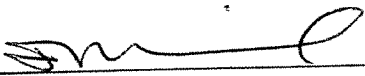
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agent and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October/4, 2004.

THE COE MANUFACTURING COMPANY

By: \_\_\_\_\_



Name: John Kucharik

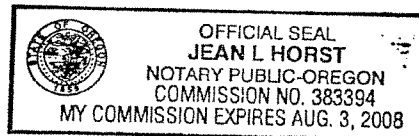
Title: President + CEO

The Coe Manufacturing Company - Trademark Assignment

**TRADEMARK**  
**REEL: 003024 FRAME: 0004**

STATE OF OREGON  
COUNTY OF WASHINGTON <sup>ss:</sup>

On this 13<sup>th</sup> day of OCTOBER, 2004, before me personally came John Kuehark who me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the PRESIDENT of COE MANUFACTURING, a COMPANY, and that s/he executed the foregoing instrument in the firm name of COE MANUFACTURING, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



*[Handwritten Signature]*  
NOTARY

The Coe Manufacturing Company - Trademark Assignment

SCHEDULE 1A

Schedule 6.01(w)(1)  
1 of 1

File ID (P/TM)	Type	Patent/Trademark Title	Product Line	Law Firm (Name, City, Country)	Patent Country	Status (Pending, Active, Expired)	Application #	Application Date	Patent/TM #	Patent Issue Date
309	TM	COE SKOOG AND DESIGN		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	ACTIVE	76023290	04/11/00	2566584	05/07/02
313	TM	COE (STYLIZED)		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	ACTIVE	71529966	07/30/47	537343	02/06/51
314	TM	PERFECTSHAPE (AST)		KLARQJIST SPARKMAN, LLP - PORTLAND, OREGON - USA	US	ACTIVE	74415379	07/22/93	1831197	04/19/94
333	TM	D TEC		KLARQJIST SPARKMAN, LLP - PORTLAND, OREGON - USA	US	ACTIVE	73823361	09/05/89	1625718	12/04/90
447	TM	COE AND DESIGN		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	ACTIVE	71529966	07/30/47	518061	11/29/49
	TM	MORVUE		KLARQJIST SPARKMAN, LLP - PORTLAND, OREGON - USA	US	ACTIVE	72445964	01/15/73	988301	07/16/74
638	TM	3D ZONE CONTROL		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	PENDING	761573612	01/30/04		
602	TM	BIOSCAN		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	PENDING	761533341	07/17/03		
640	TM	COE GROUP INTERNATIONAL		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	PENDING	761594501			
	TM	COE		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	PENDING	764150262	09/09/02		
	TM	COE GROUP		WATTS HOFFMAN FISHER & HEINKE CO, LPA CLEVELAND, OHIO - USA	US	PENDING	761573,772	02/03/04		