

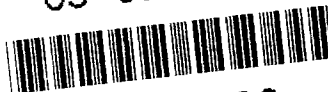
09-07-2004

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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. 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):

ANTARES CAPITAL CORPORATION, AS AGENT

☐

Individual(s)

☐

Association

☐

General Partnership

☐

Limited Partnership

☒

Corporation-State DE

☐

Other _____

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

3. Nature of conveyance:

☐

Assignment

☐

Merger

☐

Security Agreement

☐

Change of Name

☒

Other Release and Reassignment

Execution Date: 08/27/2004

2. Name and address of receiving party(ies)

Name: BREEZE INDUSTRIAL PRODUCTS CORPORATION

Internal

Address: _____

Street Address: 3582 Tunnelton Road

City: Saltsburg State: PA Zip: 15681

☐

Individual(s) citizenship

☐

Association

☐

General Partnership

☐

Limited Partnership

☒

Corporation-State DE

☐

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) 1892921

Additional number(s) attached ☒ Yes ☐ No

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

Name: _____

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: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

☒

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

08/30/2004

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK

REEL: 003043 FRAME: 0494

09/07/2004 10:00:00 AM

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01 FC:8521
02 FC:8522

9.2-04

EXHIBIT A

Mark	Registration Number	Registration Date
HI-TORQUE	1892921	5/9/95
AERO-SEAL	1723241	10/13/92
CONSTANT-TORQUE	1307639	12/04/84
BREEZE	1147031	2/17/81
EURO-SEAL	1985466	7/09/96
MAKE-A-CLAMP	0975772	01/01/74
MT logo	1249749	8/30/83

TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of August 27, 2004, by ANTARES CAPITAL CORPORATION, a Delaware corporation, as Agent ("**Agent**").

W I T N E S S E T H:

WHEREAS, Agent and Breeze Industrial Products Corporation, a Delaware corporation ("**Breeze**"), are parties to a certain Trademark Security Agreement dated as of July 10, 2001 (the "**Security Agreement**"; capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed thereto in the Security Agreement), pursuant to which Breeze granted a security interest to Agent in, and a collateral assignment to Agent of, among other things, the Trademarks (as defined below) as security for certain obligations owing by Breeze to the financial institutions (collectively, the "**Lenders**") from time to time party to that certain Credit Agreement dated as of July 10, 2001 by and among Breeze, Agent and such Lenders, including the Trademarks set forth on Exhibit A hereto; and

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on July 17, 2001, at Reel 2335, Frame 0473; and

WHEREAS, Breeze has requested that Agent release its security interest in the Trademarks and reassign the same to Breeze;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Agent hereby releases its security interest in all of Breeze' right, title and interest in and to all of the following:

(a) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Exhibit A annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;

(b) each Trademark license and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark license; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Breeze against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including,

without limitation, the Trademarks and Trademark registrations referred to in Exhibit A annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Exhibit A and the Trademarks licensed under any Trademark license or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark license..

2. Agent hereby reassigns, grants and conveys to Breeze, without any representation, recourse or undertaking by Agent, all of Agent's right, title and interest in and to the Trademarks, and the goodwill of Breeze's business connected with the use of and symbolized by the Trademarks.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Agent has caused this Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

ANTARES CAPITAL CORPORATION,
a Delaware corporation, as Agent

By: 
Name: **Daniel L. Barry**
Title: **Director**

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