

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
Hayward Filtration, LLC		09/02/2005	LIMITED LIABILITY COMPANY: NEW JERSEY

RECEIVING PARTY DATA

Name:	Eaton Corporation
Street Address:	1111 Superior Avenue
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1500171	DURAWEDGE
Registration Number:	1433721	EASY SEAL
Registration Number:	2792180	HAYFLOW
Registration Number:	2780227	QIC-LOCK
Registration Number:	1032624	PORTAFLO
Registration Number:	1750024	SENTINEL
Registration Number:	0867717	SNAP-RING
Registration Number:	1443002	SO-CLEAN
Registration Number:	1688537	THE STRAINER COMPANY
Registration Number:	2149170	WA WRIGHT-AUSTIN 1894
Serial Number:	78449207	SNAP-RING
Serial Number:	78634816	CENPELLER

CORRESPONDENCE DATA

900035174

**TRADEMARK
 REEL: 003185 FRAME: 0921**

CH \$315.00 1500171

Fax Number: (216)479-7015
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 216-523-4131
Email: danielskalka@eaton.com
Correspondent Name: Daniel S. Kalka
Address Line 1: 1111 Superior Avenue
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER:	Daniel S. Kalka
Signature:	/Daniel S. Kalka/
Date:	11/02/2005

Total Attachments: 6
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TRADEMARK ASSIGNMENT

BE IT KNOWN BY THESE PRESENTS THAT:

WHEREAS, HAYWARD FILTRATION, LLC, a limited liability company organized and existing under the laws of the State of New Jersey and having a principal place of business at 620 Division Street, Elizabeth, New Jersey 07207 (the "Assignor") owns the trademarks listed in Exhibit A attached hereto (the "Marks"); and

WHEREAS, EATON CORPORATION, a corporation organized and existing under the laws of Ohio and having a principal place of business at 1111 Superior Avenue, Cleveland, Ohio 44114 (the "Assignee") is desirous of acquiring all of the Assignor's right, title and interest in and to the Marks and any registrations and applications therefor in the United States and foreign countries, together with all of the goodwill of the business associated with the use of and symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration as more particularly described in an Agreement of Purchase of Sale dated July 8, 2005, as amended (the "Purchase Agreement"), entered into, inter alia, by the Assignor and the Assignee (none of the provisions of which shall be deemed to be modified, limited or amended hereby), the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby sell, assign and transfer unto the Assignee, its successors and assigns, its entire right, title and interest to the Marks, and any United States and foreign registrations and applications therefor, together with all of the Assignor's goodwill of the business associated with the use of and symbolized by the Marks along with all claims for damages by reason of past, present, and future infringement of the rights assigned under this Assignment, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives, as fully and entirely as if the same would have been held and enjoyed by the Assignor if this transfer to the Assignee had not been made;

AND the Assignor, for the considerations aforesaid, hereby covenants and agrees to and with the Assignee, its successors and assigns, that the Assignor, its successors and assigns, shall and will do all lawful acts and things and make, execute (which execution will not be at Assignee's expense) and deliver, at the expense of the Assignee, any and all other instruments in writing, further applications, any necessary powers of attorney, papers, affidavits, assignments, and other documents which may reasonably be required or necessary to secure and vest in the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Marks and/or all of the rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed.

IN WITNESS WHEREOF, the Assignor and the Assignee, by their duly authorized officers, do hereby execute this Assignment as of this 2nd day of September, 2005.

Assignor:

HAYWARD FILTRATION, LLC

By [Signature]

Accepted by Assignee:

EATON CORPORATION

By [Signature]
[Signature]

State of New Jersey)
County of Essex) ss:

Before me, a notary public for the above county and state, on this 2nd day of September, 2005, personally appeared [Signature], the Vice-President of Hayward Filtration, LLC and he acknowledged the execution of the foregoing instrument of Assignment to be his free act and deed.

[Signature]
Notary Public

CARMEN AIELLO
A Notary Public of New Jersey
My Commission Expires 2/2/2005

State of Ohio)
County of Cuyahoga) ss:

Before me, a notary public for the above county and state, on this _____ day of _____ 2005, personally appeared [Signature], the President of Eaton Corporation, and he ^{they} acknowledged the execution of the foregoing instrument of Assignment to be his ^{their} free act and deed.

[Signature]
Notary Public Benita R. Burton
Notary Public, State of Ohio



My Commission Expires June 9, 2010
Recorded in Lake County

EXHIBIT A

Marks

1. U.S. TRADEMARK REGISTRATIONS

Mark	Registration No.	Registration Date
DURAWEDGE	1,500,171	August 16, 1988
EASY SEAL	1,433,721	March 24, 1987
HAYFLOW	2,792,180	December 9, 2003
QIC-LOCK	2,780,227	November 4, 2003
PORTAFLO	1,032,624	February 3, 1976
SENTINEL	1,750,024	February 3, 1993
SNAP-RING	867,717 (Supplemental Register)	April 1, 1969
SO-CLEAN	1,443,002	June 16, 1987
THE STRAINER COMPANY	1,688,537	May 19, 1992
WA WRIGHT-AUSTIN 1894 & Design	2,149,170	April 7, 1998

2. PENDING U.S. TRADEMARK APPLICATIONS

Mark	Application No.	Filing Date
SNAP-RING	78/449207 (Principal Register)	July 12, 2004
CENPELLER	78/634,816	May 23, 2005

3. FOREIGN TRADEMARK REGISTRATIONS (SORTED BY COUNTRY)

Mark	Country	Registration No.	Registration Date
ACCURATE	Australia	588,129	October 9, 1992
SENTINEL	Australia	594,214	January 15, 1993
SENTINEL	Benelux	0527504	January 15, 1993
SNAP-RING	Benelux	302,642	June 21, 1971
SENTINEL	Brazil	816810184	November 29, 1994
ACCURATE	Canada	TMA425725	March 25, 1994
AFCO	Canada	TMA153763	October 20, 1967
PORTAFLO	Canada	TMA216475	October 8, 1976
SENTINEL	Canada	TMA447272	September 8, 1995
SENTINEL	France	93452686	January 28, 1993
SNAP-RING	France	1460374	February 25, 1998
SENTINEL	Germany	2100106	April 30, 1996
SENTINEL	Italy	659,152	October 3, 1995
SNAP-RING	Italy	RM98C000128	June 13, 1968

Mark	Country	Registration No.	Registration Date
CLEARSTREAM	Japan	3,300,428	May 2, 1997
SENTINEL	Japan	3,300,789	May 2, 1997
SNAP-RING	Japan	901,486	June 12, 1971
ACCURATE	New Zealand	222,130	October 13, 1992
SENTINEL	New Zealand	225,222	March 1, 1993
SENTINEL	Spain	1,744,583	April 20, 1994

4. PENDING CHINESE TRADEMARK APPLICATIONS

Mark	Application No.	Filing Date
SNAP-RING	4467375	January 17, 2005
SENTINEL	4467376	January 17, 2005

5. COMMON LAW TRADEMARKS

BANDSEAL	POLYLINE
DURAWEDGE	SIDELINE
ECOLINE	TOPLINE
FLOWLINE	WRIGHT AUSTIN
LOEFFLER	DUOLINE
LOEFFLER (Logo)	MODULINE
LOFCLEAR	UNI-WELD
MAXILINE	POLYCART
MINILINE	LOFTNETIC