

06/23/2005 10:57 FAX 804 756 6565

INVENSYS CONTROLS

001

ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS

WHEREAS, Fenwal Electronics, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business c/o Publicker Industries Inc., 1445 East Putnam Avenue, Old Greenwich, Connecticut 06870, has adopted and used and is using the trademarks identified on Exhibit A hereto, and is the owner of the registrations of such trademarks identified on said Exhibit A; and

WHEREAS, Elmwood Sensors, Inc., a corporation organized and existing under the laws of the State of Rhode Island, having a place of business at 500 Narragansett Park Drive, Pawtucket, Rhode Island 02861, is desirous of acquiring said trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Fenwal Electronics, Inc., does hereby assign, sell and transfer unto said Elmwood Sensors, Inc., its successors and assigns, all right, title and interest in and to the said trademarks identified on Exhibit A, together with (a) the registrations of and/or applications to register said trademarks identified on said Exhibit A, (b) the goodwill of the business symbolized by said trademarks and the registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said trademarks or the registrations thereof or associated goodwill.

IN WITNESS WHEREOF, Fenwal Electronics, Inc., by its duly authorized officer, has executed this assignment, as an instrument under seal on this 17th day of March, 1996.

FENWAL ELECTRONICS, INC.

By: James I. Weis
Name: James I. Weis
Title: Vice President

The foregoing assignment of said trademarks and the registrations thereof and associated goodwill by Fenwal Electronics, Inc. to Elmwood Sensors, Inc. is hereby accepted as of the ___ day of _____, 1996.

ELMWOOD SENSORS, INC.

By: _____
Name:
Title:

Doc #122392.NY

TRADEMARK
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INVENSYS CONTROLS

002

ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS

WHEREAS, Fenwal Electronics, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business c/o Publicker Industries Inc., 1445 East Putnam Avenue, Old Greenwich, Connecticut 06870, has adopted and used and is using the trademarks identified on Exhibit A hereto, and is the owner of the registrations of such trademarks identified on said Exhibit A; and

WHEREAS, Elmwood Sensors, Inc., a corporation organized and existing under the laws of the State of Rhode Island, having a place of business at 500 Narragansett Park Drive, Pawtucket, Rhode Island 02861, is desirous of acquiring said trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Fenwal Electronics, Inc., does hereby assign, sell and transfer unto said Elmwood Sensors, Inc., its successors and assigns, all right, title and interest in and to the said trademarks identified on Exhibit A, together with (a) the registrations of and/or applications to register said trademarks identified on said Exhibit A, (b) the goodwill of the business symbolized by said trademarks and the registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said trademarks or the registrations thereof or associated goodwill.


IN WITNESS WHEREOF, Fenwal Electronics, Inc., by its duly authorized officer, has executed this assignment, as an instrument under seal on this ___ day of _____, 1996.

FENWAL ELECTRONICS, INC.

By: _____
Name: James J. Weis
Title: Vice President

The foregoing assignment of said trademarks and the registrations thereof and associated goodwill by Fenwal Electronics, Inc. to Elmwood Sensors, Inc. is hereby accepted as of the ___ day of _____, 1996.

ELMWOOD SENSORS, INC.

By: 
Name: Thomas Gutierrez
Title:

Doc #122592.NY

TRADEMARK
REEL: 003234 FRAME: 0081

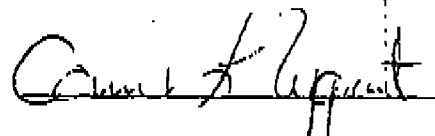
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INVENSYS CONTROLS

003

COMMONWEALTH OR STATE OF Connecticut
COUNTY OF Fairfield

On this the 4th day of April, 1996, before me appeared James J. Weis, the person who signed this instrument, who acknowledged that he is the Vice President of Fenwal Electronics, Inc. and that being duly authorized he signed such instrument as a free act on behalf of Fenwal Electronics, Inc.



My commission expires: _____

CONNIE L. ZYGMONT
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 1998

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EXHIBIT A**Trademarks:**

<u>Reg. No.</u>	<u>Date</u>	<u>Mark</u>	<u>Status</u>
827,808	4/25/67	ISO-CURVE	Renewed 2/9/88
897,742	9/1/70	UNI-CURVE	Renewed 4/11/95 New reg. #1,888,334
1,472,982	1/19/88	THERMICALC	Renewed 1/94
Unassigned	7/5/94	ICL	In Process
49593	5/11/94	Mister Thermistor (character only)	New (in MA)
49239	2/5/94	Mister Thermistor (logo only)	New (in MA)

Mister Thermistor (application in process for ™ for US and Japan)

Doc #1252592.NY

RECORDED: 11/28/2005

TRADEMARK
REEL: 003234 FRAME: 0083