

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
APV Systems Limited		03/31/2006	LIMITED LIABILITY COMPANY: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Baker Perkins Limited
Street Address:	The Director General's House
Internal Address:	Rockstone Place
City:	Southampton
State/Country:	UNITED KINGDOM
Postal Code:	SO15 2EP
Entity Type:	LIMITED LIABILITY COMPANY: UNITED KINGDOM

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2369991	MICROFILM

CORRESPONDENCE DATA

Fax Number: (312)616-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-616-5600
 Email: trademark@leydig.com
 Correspondent Name: Tamara A. Miller
 Address Line 1: Two Prudential Plaza, 180 N. Stetson
 Address Line 2: Suite 4900
 Address Line 4: Chicago, ILLINOIS 60601-6780

ATTORNEY DOCKET NUMBER:	187601
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DOMESTIC REPRESENTATIVE

Name: Tamara A. Miller

CH \$40.00 2369991

Address Line 1: Two Prudential Plaza, 180 N. Stetson
Address Line 2: Suite 4900
Address Line 4: Chicago, ILLINOIS 60601-6780

NAME OF SUBMITTER:	Tamara A. Miller
Signature:	/Tamara A. Miller/
Date:	07/21/2006

Total Attachments: 5
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DATED

MARCH 31, 2006

- (1) APV SYSTEMS LIMITED
- (2) BAKER PERKINS LIMITED

ASSIGNMENT OF REGISTERED
TRADEMARKS

THIS AGREEMENT is made on

March 31, 2006

BETWEEN

- (1) APV SYSTEMS LIMITED (registered number 00110117) whose registered office is at Portland House, Bressenden Place, London SW1E 5BF, United Kingdom ("the Assignor"); and
- (2) BAKER PERKINS LIMITED (registered number 5708493) whose registered office is at The Director General's House, Rockstone Place, Southampton SO15 2EP ("the Assignee")

BACKGROUND

- (A) By an asset purchase sale agreement dated February 27, 2006 between, *inter alia*, APV North America, Inc., APV UK Limited and the Assignee ("the APA") APV UK Limited has agreed with the Assignee for the sale to the Assignee of (inter alia) the UK Business Intellectual Property (as defined in the APA) and agreed to procure that the Assignor assign the Trademarks.
- (B) The Assignor is the registered proprietor of the UK registered trade mark ("the Trademarks") detailed in **Schedule 1**.

OPERATIVE PROVISIONS

1. ASSIGNMENT

In consideration of the payment of £1 paid by the Assignee to the Assignor, receipt of which is hereby acknowledged, the Assignor assigns to the Assignee with full title guarantee the Trademarks and the full and exclusive benefit of it, together with the goodwill in relation to the Trademarks, including all statutory and common law rights, and the right to sue for past infringements and the right to retain any damages or other benefit as a result of such action.

2. FURTHER ASSURANCE

~~The Assignor, at the Assignee's expense, will do or procure the doing of all acts and things and execute or procure the execution of all such documents as the Assignee reasonably considers necessary to give full effect to the terms of this Agreement.~~

3. **CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 1999**

The parties to this Agreement do not intend that any of its terms will be enforceable by virtue of the Contracts (Rights of Third Parties) Act 1999 by any person not a party to it.


4. **GOVERNING LAW AND JURISDICTION**

4.1 The formation, existence, construction, performance, validity and all aspects whatsoever of this Agreement or of any term of this Agreement shall be governed by the laws of England and Wales.

4.2 The courts of England and Wales will have non-exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Agreement.

This document has been executed and delivered on the date stated at the beginning of this Agreement.

EXECUTED AS A DEED ON BEHALF OF APV
SYSTEMS LIMITED BY:-


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.....
Per Pro Invensys Secretaries Limited

DIRECTOR

DIRECTOR/SECRETARY

EXECUTED AS A DEED ON BEHALF OF BAKER
PERKINS LIMITED BY:-

.....

.....

DIRECTOR

DIRECTOR/SECRETARY

SCHEDULE 1

Registrations

Mark	Country	Final No.
ACCURIST	Community Trade Mark	1189026
BAKER PERKINS	Community Trade Mark	E923029
MICROFILM	United States of America	2369991
MICROFILM	Community Trade Mark	1236520
TWEEDY	Community Trade Mark	921833
TWEEDY	United Kingdom	1046408
ULTRATEX	Community Trade Mark	1186311
WERNER LEHARA	Community Trade Mark	921858
CRYOJEL	Community Trade Mark	E1185552