

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CPM Wolverine Proctor, LLC		07/14/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wolverine Proctor & Schwartz, Ltd.
<b>Street Address:</b>	3 Langlands Avenue
<b>Internal Address:</b>	Kelvin South Business Park
<b>City:</b>	East Kilbride, Glasgow
<b>State/Country:</b>	UNITED KINGDOM
<b>Postal Code:</b>	G75 0YG
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: UNITED KINGDOM

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	765424	PROCTOR
Registration Number:	1101965	COM-PAK
Registration Number:	1244130	PROCTOR
Registration Number:	1258466	JETROAST
Registration Number:	654465	JETZONE

**CORRESPONDENCE DATA**

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CH \$140.00 765424

ATTORNEY DOCKET NUMBER:

20748-001001

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Rita M. Liston

Signature:

/Rita M. Liston/

Date:

07/24/2006

Total Attachments: 10

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## ASSIGNMENT

Assignment dated July 14, 2006, by and between CPM Wolverine Proctor, LLC, a Delaware limited liability company ("CPM") and Wolverine Proctor & Schwartz, Ltd., a United Kingdom corporation ("WPS UK").

WHEREAS, the purpose of this Assignment is to establish co-ownership by CPM and WPS UK of the Technology IP (as defined below), the Trade Name IP (as defined below) and the goodwill of the business relating to the use of the Trade Name IP;

WHEREAS, pursuant to the Technology Transfer and License Back Agreement between WPS UK and Wolverine, Proctor & Schwartz, LLC ("WPS USA"), effective January 1, 2006, WPS USA obtained all right, title and interest in Technology IP of WPS UK, and WPS UK obtained all right, title and interest in Tradename IP of WPS USA; and

WHEREAS pursuant to an Asset Purchase Agreement and a General Assignment, substantially all of the assets of WPS USA, including, but not limited to, Technology IP, have been purchased by CPM.

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

1. CPM hereby conveys to WPS UK a one-half undivided interest in all of CPM's right, title and interest in and to: (i) certain proprietary know-how and registered patents ("Patents") identified in Exhibit A attached and made a part of this Agreement (collectively, the "Technology IP"), (ii) all Letters Patent that may issue from the Technology IP, and any continuation, divisional, or reissue applications of the Patents and applications therefor, and (iii) all rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement and misappropriations of said Technology IP, together with the right to sue or recover the same in WPS UK's name.

2. WPS UK hereby conveys to CPM a one-half undivided interest in all of WPS UK's right, title and interest in and to (i) the trade names and trademarks identified in Exhibit B attached and made a part of this Assignment (collectively, the "Trade Name IP"), (ii) the goodwill of the business relating to the use of the Trade Name IP for which it is registered, and (iii) all rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement and misappropriations of the Trade Name IP, or injury to said goodwill, together with the right to sue or recover the same in the CPM's name.

3. Any additions, modifications or improvements to the existing Trade Name IP or Technology IP made after the date hereof shall belong solely to the party making such additions, modifications or improvements, free of any claims by the other party; provided, however, that the foregoing shall not apply to any additions, modifications and/or improvements to the Trade Name IP that consist of a trade name, trademark, service mark and/or logo that is the same or confusingly similar to any Trade Name IP. For the avoidance of doubt, Trade Name IP and Technology IP shall be limited to such intellectual property as it exists on the date hereof.


4. This Assignment shall be governed according to the laws and in the state and federal courts of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, each party has caused this Assignment to be duly executed and delivered as of the date first written above.

WOLVERINE PROCTOR  
& SCHWARTZ, LTD.

CPM WOLVERINE PROCTOR, LLC

By: \_\_\_\_\_  
Name:  
Title:

By:   
Name: TED WAITMAN  
Title: CEO

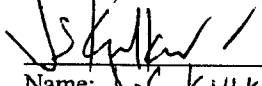
Date Signed: \_\_\_\_\_

Date Signed: 7/14/06

IN WITNESS WHEREOF, each party has caused this Assignment to be duly executed and delivered as of the date first written above.

WOLVERINE PROCTOR  
& SCHWARTZ, LTD.

CPM WOLVERINE PROCTOR, LLC

By:   
Name: S. S. KULKARNI  
Title: Chairman

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Date Signed: 7/14/06

Date Signed: \_\_\_\_\_

Exhibit A

**PATENTS**

U.S. Patents

<u>Patent No.</u>	<u>Date</u>	<u>Inventor(s)</u>	<u>Title</u>
4,956,271	09/11/1990	Milone	Material Treatment

U.S. Patent Applications

<u>Appl. No.</u>	<u>Date</u>	<u>Inventor(s)</u>	<u>Title</u>
None.			

Foreign Patents

<u>Country</u>	<u>Patent No.</u>	<u>Date</u>	<u>Inventor(s)</u>	<u>Title</u>
Canada	1,259,523	09/19/1999	Rathmell	Incinerator System

Foreign Patent Applications

<u>Country</u>	<u>Appl. No.</u>	<u>Date</u>	<u>Inventor(s)</u>	<u>Title</u>
None.				

**Exhibit B**

**TRADEMARKS**

**U.S. Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
PROCTOR Stylized and Design	765,424	02/25/1964
COM-PAK	1,101,965	09/12/1978
PROCTOR	1,244,130	07/05/1983
JETROAST	1,258,466	11/22/1983
JETZONE	654,465	11/12/1957

**U.S. Trademark Applications**

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>	<u>Goods</u>
None.					

**Foreign Trademark Registrations**

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Status</u>	<u>Goods</u>
Benelux	JETZONE	521,814	05/01/1993	Registered	Industrial gaseous fluid dryers and ovens
Canada	JETROAST	297,289	11/23/1984	Registered	Commercial roasters for coffee beans and similar products
Japan	JETZONE	1,444,680	11/28/1990	Registered	

Goods:

Class 7: Food or beverage processing machines and apparatus

Class 11: Drying apparatus, recuperators, steamers, evaporators, distillation apparatus, heat exchangers, milk pasteurisers, industrial furnaces, kilns and ovens, nuclear reactors (atomic piles), forage drying apparatus, boilers, heating or air-conditioning equipment, freezing and refrigerating equipment, clothes drying machines for commercial use, machines and apparatus used in beauty salons or barber's shops (excluding hairdressers' chairs), heating and cooking machines for commercial use, dish drying machines for commercial use, waste water purification

tanks, septic tanks, garbage incinerators for industrial purposes, solar water heaters, water purifying apparatus, tap water faucets, level controlling valves in tanks, pipe line cocks.

<u>Country</u>	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Status</u>
United Kingdom	PROCTOR	1030264	05/31/1974	Registered

Goods:

Class 7: Machines for drying materials in the course of industrial or manufacturing processes; machines for the treatment of textiles and plastics, by heating, setting, stretching and the like processes; and parts included in Class 7 of all the aforesaid goods.

**Foreign Trademark Applications**

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	PROCTOR	2411719	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	PROCTOR Stylized & Design	2411720	01/23/2006	Pending



Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	JET ZONE	2411721	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	WOLVERINE	2411722	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	WOLVERINE PROCTOR & SCHWARTZ	2411723	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens;

liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	WOLVERINE PROCTOR	2411724	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	PROCTOR & SCHWARTZ	2411725	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads,

ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.

<u>Country</u>	<u>Mark</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Status</u>
United Kingdom	COM-PAK	2411727	01/23/2006	Pending

Goods:

Class 7: Machines; machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); conveyor dryers for the food, chemical, pharmaceutical and tobacco processing industries; belt conveyors; industrial drying machinery; machinery for drying foods, chemicals, pharmaceuticals, fibres (natural and synthetic), tobacco, veneer, textiles, leather, hay, charcoal briquettes, scouring pads, ceramics, vegetables and rubber; industrial heat-treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery, and synthetic products; and garnett machines.

Class 11: Apparatus for lighting, heating, steam generating, drying, ventilating; roasting machines; roasters for coffee beans and similar products; heat recovery apparatus for recovering waste heat from process exhaust air streams; industrial baking ovens for the food industry; industrial drying machines; machines for drying fabric, foods, chemicals, pharmaceuticals, fibres, tobacco, wood, veneer, textiles, leather, rubber, hay, charcoal briquettes, scouring pads, ceramics and vegetables; heat treating and curing machinery; heat treating and curing machinery for textiles, rubber, hosiery; industrial incinerators; industrial gaseous fluid dryers and ovens; liquefied gas type oven for food or beverage processing; food and beverage processing machines and apparatus.