

**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		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Invensys Building Systems, Inc.		07/28/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Eurotherm Inc.		
<b>Street Address:</b>	741 F Miller Drive		
<b>City:</b>	Leesburg		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	20175		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2105104	IMPACT	
Registration Number:	1866816	INSTA-SET	
Registration Number:	0997023	MACO	
Registration Number:	0955721	VARIDDEPTH	
Registration Number:	1624624	CIMAC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(508)549-6295		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	508-549-6320		
<b>Email:</b>	nicole.linehan@ips.invensys.com		
<b>Correspondent Name:</b>	Nicole Linehan, Esq		
<b>Address Line 1:</b>	33 Commercial Street		
<b>Address Line 4:</b>	Foxboro, MASSACHUSETTS 02035		
<b>ATTORNEY DOCKET NUMBER:</b>	EUROTHERM INC.		

CH \$140.00 2105104

NAME OF SUBMITTER:	Nicole L. Linehan, Esq.
Signature:	/nllinehan/
Date:	09/15/2006
<b>Total Attachments: 4</b> source=IBS to Eurotherm Inc 7.28.06#page1.tif source=IBS to Eurotherm Inc 7.28.06#page2.tif source=IBS to Eurotherm Inc 7.28.06#page3.tif source=IBS to Eurotherm Inc 7.28.06#page4.tif	

**TRADEMARK ASSIGNMENT**

THIS ASSIGNMENT, effective as of 20 day of July 2006, is by and between Invensys Building Systems, Inc., a Delaware corporation (the "Assignor"), and Eurotherm Inc., a Delaware corporation (the "Assignee").

WHEREAS, Assignor is the owner of the trademarks listed in Schedule A attached hereto (the "Trademarks"), and the goodwill of the businesses in connection with which such marks are used; and

WHEREAS, pursuant to the Sale and Purchase Agreement dated May 24, 2006, Assignor agreed to transfer to Assignee all its rights, title, interest and goodwill in and to the Trademarks listed in Schedule A attached hereto;


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all its rights, title and interest in and to the Trademarks, including all rights to collect all royalties and income generated therefrom, the right to sue and recover for past infringement, the goodwill represented by the Trademarks, and the certificates of registration of the Trademarks.

Assignor agrees to execute and deliver to Assignee such further assignments and related documents, with respect to the Trademarks, as Assignee shall reasonably request (at Assignee's expense).

This Assignment may be signed in one or more counterparts, each of which shall be an original and all of which shall be considered one and the same assignment.

Assignor:

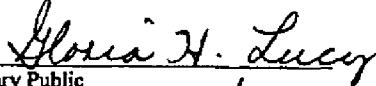
INVENSYS BUILDING SYSTEMS, INC.

By:   
Name: Timothy J. Dolan  
Title: Vice President

Notarial Certificate

On this 2<sup>nd</sup> day of July, 2006, before me, the undersigned notary public, personally appeared Timothy J. Dolan on behalf of the Assignor and proved to me to be the person whose name is signed on this document and has the authority of its Board of Directors to act on its behalf, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

(Seal)

  
Notary Public  
My Commission Expires: September 30, 2009

Assignee:

EUROTHERM INC.

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

Notarial Certificate

On this \_\_\_\_ day of \_\_\_\_\_, 2006, before me, the undersigned notary public, personally appeared \_\_\_\_\_ on behalf of the Assignee and proved to me to be the person whose name is signed on this document and has the authority of its Board of Directors to act on its behalf, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

(Seal)

\_\_\_\_\_  
Notary Public  
My Commission Expires:

This Assignment may be signed in one or more counterparts, each of which shall be an original and all of which shall be considered one and the same assignment.

Assignor:

INVENSYS BUILDING SYSTEMS, INC.

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

Notarial Certificate

On this \_\_\_\_ day of \_\_\_\_\_, 2006, before me, the undersigned notary public, personally appeared \_\_\_\_\_ on behalf of the Assignor and proved to me to be the person whose name is signed on this document and has the authority of its Board of Directors to act on its behalf, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

(Seal)

\_\_\_\_\_  
Notary Public  
My Commission Expires:

Assignee:

EUROTHERM INC.

By: Jay S. Ehle  
Name: Jay S. Ehle  
Title: Vice President

Notarial Certificate

On this 26<sup>th</sup> day of July, 2006, before me, the undersigned notary public, personally appeared \_\_\_\_\_ on behalf of the Assignee and proved to me to be the person whose name is signed on this document and has the authority of its Board of Directors to act on its behalf, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

(Seal)

Nancy E. Fonda  
Notary Public  
My Commission Expires:

**NANCY E. FONDA, Notary Public**  
**My Commission Expires: October 9, 2009**

Schedule A

TRADEMARKS

Trademark	Country	Current Appln #	Current Reg #	Appln Date	Reg Date	Expiration Date	Status
CIMAC	US	74/32892	1624624	26-Feb-90	27-Nov-90	27-Nov-10	REGISTERED
IMPACT (Stylized Mark)	US	75/158569	2105104	30-Aug-96	14-Oct-97	14-Oct-07	REGISTERED
INSTA-SET	US	74/455342	1866816	08-Nov-93	13-Dec-94	13-Dec-14	REGISTERED
MACO	US	72/487007	997023	30-Aug-73	29-Oct-74	29-Oct-14	REGISTERED
VARIDEPH	US	72/401085	955721	25-Aug-71	20-Mar-73	20-Mar-13	REGISTERED