

**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>    |
| Mechanics Custom Tools Corporation |  | 08/10/2006            | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>        |  |                       |                       |
| <b>Name:</b>                       | NMTC, Inc.   |                       |                       |
| <b>Doing Business As:</b>          | DBA MATCO TOOLS  |                       |                       |
| <b>Street Address:</b>             | 4403 Allen Road  |                       |                       |
| <b>City:</b>                       | Stow   |                       |                       |
| <b>State/Country:</b>              | OHIO   |                       |                       |
| <b>Postal Code:</b>                | 44224  |                       |                       |
| <b>Entity Type:</b>                | CORPORATION: DELAWARE  |                       |                       |
| <b>PROPERTY NUMBERS Total: 4</b>   |  |                       |                       |
| <b>Property Type</b>               | <b>Number</b>  | <b>Word Mark</b>      |                       |
| Registration Number:               | 2809904  | MATCO TOOLS           |                       |
| Registration Number:               | 1147518  |                       |                       |
| Registration Number:               | 1115963  | MATCO                 |                       |
| Registration Number:               | 1101947  | MATCO                 |                       |
| <b>CORRESPONDENCE DATA</b>         |  |                       |                       |
| <b>Fax Number:</b>                 | (614)621-0010  |                       |                       |
|                                    | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Email:</b>                      | IPDocket@calfee.com  |                       |                       |
| <b>Correspondent Name:</b>         | Joan Drew  |                       |                       |
| <b>Address Line 1:</b>             | 21 East State Street   |                       |                       |
| <b>Address Line 2:</b>             | 1100 Fifth Third Center  |                       |                       |
| <b>Address Line 4:</b>             | Columbus, OHIO 43215   |                       |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>     | 21970/03905  |                       |                       |

**CH \$115.00 2809904**

|  |                |
|--|----------------|
| NAME OF SUBMITTER:   | Joan N. Drew   |
| Signature:   | /joan n. drew/ |
| Date:  | 10/05/2006     |
| Total Attachments: 2<br>source=jnd0596#page1.tif<br>source=jnd0596#page2.tif |                |


**ASSIGNMENT OF MARKS**

WHEREAS, **MECHANICS CUSTOM TOOLS CORPORATION**, a Delaware corporation with offices at 16 West Main Street, Christiana, Delaware 19702 (“**Assignor**”), has adopted, used and/or is using in commerce certain marks listed on the attached documents, in the United States and/or elsewhere (collectively, the “**Marks**”), and is the owner of the applications for registration for one or more of the Marks.

WHEREAS, **NMTC, INC. d/b/a MATCO TOOLS**, a Delaware corporation with offices at 4403 Allen Road, Stow, Ohio 44224 (“**Assignee**”), is desirous of acquiring all right, title and interest in and to the Marks, applications for registration of the Marks, and the goodwill associated with the Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, effective as of June 30, 2003, all worldwide right, title and interest in and to (i) the Marks listed on the attached documents, (ii) the applications for registration of the Marks listed on the attached documents, (iii) all income, royalties, damages and payments now or hereafter due or payable with respect to the Marks, (iv) all rights of action arising from the Marks, including all claims for damages by reason of past, present and future infringement of the Marks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and (v) the goodwill of the business symbolized by the Marks.

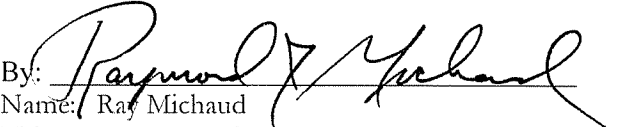
Dated: 8/7, 2006.

**MECHANICS CUSTOM TOOLS CORPORATION**  
By:   
Name: James H. Ditkoff  
Title: President of Mechanics Custom Tools Corp.

**ACKNOWLEDGEMENT**

**NMTC, INC. d/b/a MATCO TOOLS** (“**Assignee**”) hereby acknowledges the assignment to it of the Marks and applications for registration identified on the attached document, and the goodwill attached to the Marks.

EXECUTED at Stow, OHIO, this 10 day of AUGUST, 2006.

**NMTC, INC. d/b/a MATCO TOOLS**  
By:   
Name: Ray Michaud  
Title: Treasurer of NMTC, Inc.

**MECHANICS CUSTOM TOOLS CORPORATION U.S. TRADEMARKS**

| <b>CLIENT NUMBER</b> | <b>MARK</b>   | <b>SERIAL NUMBER</b> | <b>REGISTRATION NUMBER</b> |
|----------------------|---|----------------------|----------------------------|
| 2197000122           |    | 73/688,669           | 1,522,982                  |
| 2197000123           | MDBS  | 73/738,022           | 1,588,274                  |
| 2197000124           | MATCO   | 73/180,099           | 1,115,963                  |
| 2197000125           | MATCO   | 73/134,948           | 1,101,947                  |
| 2197000127           |    | 73/180,098           | 1,147,518                  |
| 2197000142           | MATCO<br>DISTRIBUTOR<br>BUSINESS SYSTEM   | 73/794,576           | 1,637,905                  |
| 2197000171           | MATCO CLASSICS  | 75/868,251           | 2,477,440                  |
| 2197000248           | MATCOTHANE  | 74/500,099           | 2,004,700                  |
| 2197004023           | BEST BUILT<br>BOXES...  | 75/468,525           | 2,633,413                  |
| 2197004034           | TOP TORQUE  | 75/554,560           | 2,491,702                  |
| 2197004037           | OPTI-TORQUE   | 75/923,660           | 2,494,043                  |
| 2197004038           | COUNTER TORQUE  | 75/923,661           | 2,535,609                  |
| 2197004039           | PRO SWING   | 75/923,659           | 2,494,042                  |
| 2197004044           | DETERMINATOR<br>SERIES  | 75/867,498           | 2,565,841                  |
| 2197004045           | DETERMINATOR<br>SCAN SYSTEM   | 75/861,806           | 2,480,825                  |
| 2197004047           | SPECIAL FORCES  | 75/867,497           | 2,390,062                  |
| 2197004053           | PROFILE PLUS  | 76/186,788           | 2,568,431                  |
| 2197004055           | TEAM SCREAM   | 76/119,882           | 2,737,554                  |
| 2197004103           |  | 76/435,857           | 2,809,904                  |
| 2197004106           | OPTI-TORQUE PRO   | 76/441,069           | 2,812,316                  |
| 2197004155           | NEXT GENERATION   | 78/319,876           | 2,979,445                  |
| 2197004158           | UNIPRO  | 78/319,869           | 3,030,237                  |
| 2197004162           | SILVER EAGLE  | 78/332,798           | 3,036,609                  |
| 2197004168           | TOP TECH  | 78/454,737           | 3,074,647                  |