

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM683798

|   |  |                        |                       |
|---|--|------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>   | RESUBMISSION                                       |                        |                       |
| <b>NATURE OF CONVEYANCE:</b>  | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL |                        |                       |
| <b>RESUBMIT DOCUMENT ID:</b>  | 900644918  |                        |                       |
| <b>CONVEYING PARTY DATA</b>   |  |                        |                       |
| <b>Name</b>   | <b>Formerly</b>                                    | <b>Execution Date</b>  | <b>Entity Type</b>    |
| ARIEL METALS<br>CORPORATION DBA<br>RIGHTTECH FABRICATIONS   |  | 11/08/2019             | Corporation: ILLINOIS |
| <b>RECEIVING PARTY DATA</b>   |  |                        |                       |
| <b>Name:</b>  | Titan Metal Fabricators, Inc.                      |                        |                       |
| <b>Street Address:</b>  | 352 Balboa Circle                                  |                        |                       |
| <b>City:</b>  | Camarillo  |                        |                       |
| <b>State/Country:</b>   | CALIFORNIA   |                        |                       |
| <b>Postal Code:</b>   | 93012  |                        |                       |
| <b>Entity Type:</b>   | Corporation: CALIFORNIA                            |                        |                       |
| <b>PROPERTY NUMBERS Total: 6</b>  |  |                        |                       |
| <b>Property Type</b>  | <b>Number</b>                                      | <b>Word Mark</b>       |                       |
| <b>Registration Number:</b>   | 3999862  | R RIGHTTECH            |                       |
| <b>Registration Number:</b>   | 3999861  | RIGHTTECH              |                       |
| <b>Registration Number:</b>   | 3851479  | RIGHTTECH              |                       |
| <b>Registration Number:</b>   | 4001625  | RIGHTTECH FABRICATIONS |                       |
| <b>Registration Number:</b>   | 3266198  | TI-CORE                |                       |
| <b>Registration Number:</b>   | 3248525  | HILODE                 |                       |
| <b>CORRESPONDENCE DATA</b>  |  |                        |                       |
| <b>Fax Number:</b>  | 8056596818   |                        |                       |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |  |                        |                       |
| <b>Phone:</b>   | 8056596800   |                        |                       |
| <b>Email:</b>   | ip@fcoplaw.com, patent@fcoplaw.com                 |                        |                       |
| <b>Correspondent Name:</b>  | Ferguson Case Orr                                  |                        |                       |
| <b>Address Line 1:</b>  | 1050 South Kimball Road                            |                        |                       |
| <b>Address Line 2:</b>  | Jay G. Heybl                                       |                        |                       |
| <b>Address Line 4:</b>  | Ventura, CALIFORNIA 93004                          |                        |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>  | TITAN.006  |                        |                       |

|  |                 |
|--|-----------------|
| <b>NAME OF SUBMITTER:</b>  | Jaye G. Heybl   |
| <b>SIGNATURE:</b>  | /Jaye G. Heybl/ |
| <b>DATE SIGNED:</b>  | 10/26/2021      |
| <b>Total Attachments: 15</b><br>source=RIGHTTECH-AGREEMENT#page1.tif<br>source=RIGHTTECH-AGREEMENT#page2.tif<br>source=RIGHTTECH-AGREEMENT#page3.tif<br>source=RIGHTTECH-AGREEMENT#page4.tif<br>source=RIGHTTECH-AGREEMENT#page5.tif<br>source=RIGHTTECH-AGREEMENT#page6.tif<br>source=RIGHTTECH-AGREEMENT#page7.tif<br>source=RIGHTTECH-AGREEMENT#page8.tif<br>source=RIGHTTECH-AGREEMENT#page9.tif<br>source=RIGHTTECH-AGREEMENT#page10.tif<br>source=RIGHTTECH-AGREEMENT#page11.tif<br>source=RIGHTTECH-AGREEMENT#page12.tif<br>source=RIGHTTECH-AGREEMENT#page13.tif<br>source=RIGHTTECH-AGREEMENT#page14.tif<br>source=RIGHTTECH-AGREEMENT#page15.tif |                 |

**AGREEMENT FOR PURCHASE AND SALE OF ASSETS  
OF THE BUSINESS KNOWN AS  
ARIEL METALS CORPORATION DBA RIGHTECH FABRICATIONS**

**ARTICLE 1. PARTIES TO AGREEMENT**

Identity of Parties

1.1 The Parties to this Agreement are the following:

1.1.1 ARIEL METALS CORPORATION DBA RIGHTECH FABRICATIONS, an Illinois corporation, herein called "Seller;"

1.1.2 TITAN METAL FABRICATORS, INC., a California corporation, herein called "Buyer."

Effective Date

1.2 The effective date of this Agreement is November 8, 2019 (hereafter the "Effective Date").

**ARTICLE 2. RECITALS AND STATEMENT OF PURPOSE**

Description of Seller

2.1 Seller is the owner and operator of business known as "ARIEL METALS CORPORATION DBA RIGHTECH FABRICATIONS," located at 3225 Commercial Ave. Northbrook, Illinois 60062, which is engaged generally in the business of fabrication and design of industrial equipment used by the metal finishing industry and which is hereinafter referred to as the "Business." The Seller owns the assets which comprise those necessary to conduct the Business.

2.1.1 Richard E. Leopold is the sole shareholder of Seller and desires to facilitate the purchase and sale described herein and desires to induce the Buyer to engage in this transaction.

2.1.2 Seller and Richard E. Leopold are sometimes referred to as the "Selling Parties."

Purpose

2.2 The Seller desires to sell the operating assets of the Business, and the Buyer desires to purchase the operating assets of the Business from the Seller. Seller shall sell to Buyer and Buyer shall purchase from Seller the operating assets hereinafter described on the terms and conditions set forth in this Agreement which is sometimes referred to as the "Purchase and Sale Agreement" or "this Agreement."

**ARTICLE 3. AGREEMENT OF PURCHASE AND SALE**

Description of Purchase and Sale

Subject to the terms and conditions set forth in this Agreement, the Seller agrees to sell, convey, transfer, assign and deliver to the Buyer, and the Buyer agrees to purchase from the Seller, all the operating assets, properties, and business of the Seller of every kind, character, and description, whether tangible or intangible, all of which have been employed in the operation of the Business of Seller, and which are necessary to conduct the Business (except the Excluded Assets described below), all of which shall be

sometimes referred to herein as the "Operating Assets" of the Business.

#### Operating Assets Subject to Purchase and Sale

3.1 As described above the Operating Assets subject to purchase and sale herein shall include, but are not limited to all of the Seller's interest in the following:

3.1.1 Tangible Fixed Assets. All furniture, fixtures, equipment, machinery, supplies, and leasehold improvements of the Business, wherever located, except as specifically excluded herein and other tangible assets of said Business as shown on an inventory hereto attached marked *Exhibit 1*.

3.1.2 Supplies. Supplies on hand, which shall be in substantially similar quantities as have been historically maintained by the Seller on a routine basis for operation of the Business.

3.1.3 Seller's Inventory. The inventory that is owned by the Seller (the "Seller's Inventory") is to include WIP (Work in Process) of said Business as determined by a complete inventory and accounting of such inventory and merchandise to be taken as provided in Paragraph 13.1 of this Agreement, and which will be attached hereto as *Exhibit 2*.

3.1.4 Work and Orders in Progress. The purchase and sale shall include any Work and Orders in Progress of the Seller defined as those customer orders which will be filled, completed and shipped following the Closing. A schedule of Work and Orders in Progress will be prepared and attached hereto as *Exhibit 3*.

3.1.5 Computer Software. Except as specifically excluded herein, the Seller shall transfer to the Buyer, at no cost to the Buyer, all computer software, software licenses, upgrades, data, disks, data disks, access codes, and other programs used in the operation of the Business if and to the extent the same is assignable or transferrable (the "Computer Software"). A list of software programs to be transferred are attached hereto as *Exhibit 4*.

3.1.6 Intangible Assets. All the trade, business name, logo, good will, customer lists, telephone numbers, patents, trademarks attached hereto as *Exhibit 31*, trade names, internet websites, email addresses, source codes, Computer Software, licenses, permits, customer contracts, orders, backlog, purveyor and supplier agreements, advertising, and other intangible assets of said Business, except as specifically excluded herein.

#### Excluded Assets

3.2 Notwithstanding anything contained herein to the contrary, Buyer and Seller agree that there are certain items and other property presently on the premises which are not part of the purchase herein and are listed on *Exhibit 5* herein. Accounts Receivable are retained by the Seller at the closing and shall be listed on *Exhibit 10* attached hereto.

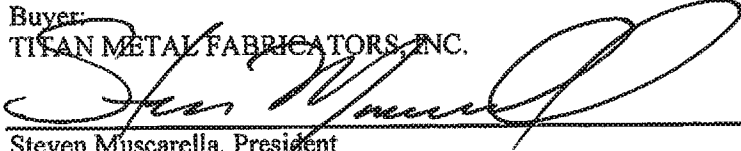
#### Covenant Not to Compete

3.3 The agreement herein of the Buyer to purchase the Operating Assets of the Business also requires as additional material consideration the agreement of the Seller and Richard E. Leopold not to compete in substantially in the same form as attached hereto as *Exhibit 27* and incorporated herein by reference ("Covenant Not to Compete").

**EXECUTION OF AGREEMENT**

IN WITNESS WHEREOF, the Buyer and the Seller have caused this Agreement to be executed effective as of November 8, 2019.

Buyer:  
TITAN METAL FABRICATORS, INC.

  
\_\_\_\_\_  
Steven Muscarella, President

Seller:  
ARIEL METALS CORPORATION

\_\_\_\_\_  
Richard Leopold, President

EXECUTION OF AGREEMENT

IN WITNESS WHEREOF, the Buyer and the Seller have caused this Agreement to be executed effective as of November 8, 2019.

Buyer:  
TITAN METAL FABRICATORS, INC.

---

Steven Muscarella, President

Seller:  
ARIEL METALS CORPORATION




  
Richard Leopold, President

EXHIBIT 31

INTANGIBLE ASSETS



**Ariel Metals Corporation's Active Trademark Registrations**

| Mark   | Reg.    | Current USPTO Registrant | Covered Goods/Services  | Next USPTO Filing date          |
|--|---------|--------------------------|---|---------------------------------|
| HILODE   | 3248525 | Ariel Metals Corporation | "Adjustable metal racks for use in industrial anodizing" in Class 6   | Renewal window opens<br>5/29/26 |
| TI-CORE  | 3266198 | Ariel Metals Corporation | "Titanium-rod splines for industrial use in metal anodizing racks;" in Class 6  | Renewal window opens<br>7/17/26 |
| RIGHTECH   | 3851479 | Ariel Metals Corporation | "Standard and custom designed industrial machine parts, namely, titanium and aluminum anodizing racks and fixtures;" in Class 7 | Renewal window opens<br>9/21/19 |
| RIGHTECH   | 3999861 | Ariel Metals Corporation | "Custom design of industrial equipment used in metal processing and anodizing" in Class 42                                      | Renewal window opens<br>7/19/20 |
|   | 4001625 | Ariel Metals Corporation | "Standard and custom designed industrial machine parts, namely, titanium and aluminum anodizing racks and fixtures;" in Class 7 | Renewal window opens<br>7/26/20 |
|  | 3999862 | Ariel Metals Corporation | "Custom design of industrial equipment used in metal processing and anodizing" in Class 42                                      | Renewal window opens<br>7/19/20 |

{00360492.DOCX / 2} Last Updated September 10, 2019



## Ariel Metals Corporation's Trademarks

|              |   |   |
|--------------|---|---|
| Reg. 3248525 | HILODE®   | "Adjustable metal racks for use in industrial anodizing" in Class 6   |
| Reg. 3266198 | TI-CORE®  | "Titanium-clad splines for industrial use in metal anodizing racks" in Class 6  |
| Reg. 3851479 | RIGHTECH®   | "Standard and custom designed industrial machine parts, namely, titanium and aluminum anodizing racks and fixtures[...]" in Class 7 |
| Reg. 3999861 | RIGHTECH®   | "Custom design of industrial equipment used in metal processing and anodizing" in Class 42  |
| Reg. 4001625 |  | "Standard and custom designed industrial machine parts, namely, titanium and aluminum anodizing racks and fixtures[...]" in Class 7 |
| Reg. 3999862 |  | "Custom design of industrial equipment used in metal processing and anodizing" in Class 42  |

Last Updated September 10, 2019

{00363286.DOCX /}

Int. Cl.: 6

Prior U.S. Cls.: 2, 12, 13, 14, 23, 25, and 50

United States Patent and Trademark Office

Reg. No. 3,248,525

Registered May 29, 2007

TRADEMARK  
PRINCIPAL REGISTER

HiLode

VULCANTUM METALS INCORPORATED (ILLINOIS CORPORATION)  
3045 COMMERCIAL AVENUE  
NORTHBROOK, IL 60062

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

FOR: ADJUSTABLE METAL RACKS FOR USE IN INDUSTRIAL ANODIZING, IN CLASS 6 (U.S. CLS. 2, 12, 13, 14, 23, 25 AND 50).

SN 78-711,719, FILED 9-13-2005.

FIRST USE 1-1-1997; IN COMMERCE 1-1-1997.

ROBIN CHOSID, EXAMINING ATTORNEY



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# HiLode

**Word Mark** HILODE  
**Goods and Services** IC 006. US 002 012 013 014 023 025 050. G & S: Adjustable metal racks for use in industrial anodizing. FIRST USE: 19970101. FIRST USE IN COMMERCE: 19970101  
**Standard Characters Claimed**  
**Mark Drawing Code** (4) STANDARD CHARACTER MARK  
**Serial Number** 78711719  
**Filing Date** September 13, 2005  
**Current Basis** 1A  
**Original Filing Basis** 1B  
**Published for Opposition** May 23, 2006  
**Registration Number** 3248525  
**Registration Date** May 29, 2007  
**Owner** (REGISTRANT) VULCANIUM METALS INCORPORATED CORPORATION ILLINOIS 3045 COMMERCIAL AVENUE NORTHBROOK ILLINOIS 60062  
 (LAST LISTED OWNER) ARIEL METALS CORPORATION CORPORATION ILLINOIS 3225 Commercial Avenue Northbrook ILLINOIS 60062  
**Assignment Recorded** ASSIGNMENT RECORDED  
**Attorney of Record** Nora A. Preece  
**Type of Mark** TRADEMARK  
**Register** PRINCIPAL  
**Affidavit Text** SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20160903.  
**Renewal** 1ST RENEWAL 20160903  
**Live/Dead Indicator** LIVE

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Int. Cl.: 6

Prior U.S. Cls.: 2, 12, 13, 14, 23, 25, and 50

United States Patent and Trademark Office

Reg. No. 3,266,198

Registered July 17, 2007

TRADEMARK  
PRINCIPAL REGISTER

Ti-Core

VULCANIUM METALS INCORPORATED (ILLI-  
NOIS CORPORATION)  
3045 COMMERCIAL AVENUE  
NORTHBROOK, IL 60062

THE MARK CONSISTS OF STANDARD CHAR-  
ACTERS WITHOUT CLAIM TO ANY PARTICULAR  
FONT, STYLE, SIZE, OR COLOR.

FOR: TITANIUM-CLAD SPLINES FOR INDUS-  
TRIAL USE IN METAL ANODIZING RACKS, IN  
CLASS 6 (U.S. CLS. 2, 12, 13, 14, 23, 25 AND 50).

SN 78-713,031, FILED 9-14-2005.

FIRST USE 1-1-2000; IN COMMERCE 1-1-2000.

ANGELA M. MICHELI, EXAMINING ATTORNEY



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# Ti-Core

**Word Mark** TI-CORE  
**Goods and Services** IC 006, US 002 012 013 014 023 025 050, G & S: Titanium-clad splines for industrial use in metal anodizing racks. FIRST USE: 20000101, FIRST USE IN COMMERCE: 20000101  
**Standard Characters Claimed**  
**Mark Drawing Code** (4) STANDARD CHARACTER MARK  
**Serial Number** 78713031  
**Filing Date** September 14, 2005  
**Current Basis** 1A  
**Original Filing Basis** 1B  
**Published for Opposition** August 15, 2006  
**Registration Number** 3266198  
**Registration Date** July 17, 2007  
**Owner** (REGISTRANT) VULCANIUM METALS INCORPORATED CORPORATION ILLINOIS 3045 COMMERCIAL AVENUE NORTHBROOK ILLINOIS 60062  
 (LAST LISTED OWNER) ARIEL METALS CORPORATION CORPORATION ILLINOIS 3225 Commercial Avenue Northbrook ILLINOIS 60062  
**Assignment Recorded** ASSIGNMENT RECORDED  
**Attorney of Record** NORA A. PREECE  
**Type of Mark** TRADEMARK  
**Register** PRINCIPAL  
**Affidavit Text** SECT 15, SECT 8 (6-YR), SECTION 8(10-YR) 20161026.  
**Renewal** 1ST RENEWAL 20161026  
**Live/Dead Indicator** LIVE

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United States of America  
United States Patent and Trademark Office

RIGHTech

Reg. No. 3,851,479

Registered Sep. 21, 2010

Int. Cl.: 7

TRADEMARK

PRINCIPAL REGISTER

ARIEL METALS CORPORATION (ILLINOIS CORPORATION)  
3045 COMMERCIAL AVENUE  
NORTHBROOK, IL 60062

FOR: STANDARD AND CUSTOM DESIGNED INDUSTRIAL MACHINE PARTS, NAMELY, TITANIUM AND ALUMINUM ANODIZING RACKS AND FIXTURES, TITANIUM, ZIRCONIUM AND STAINLESS STEEL ANODE BASKETS, AND TITANIUM, ZIRCONIUM AND STAINLESS STEEL IMMERSION HEAT EXCHANGERS, IN CLASS 7 (U.S. CLS. 13, 19, 21, 23, 31, 34 AND 35).

FIRST USE 3-19-2010, IN COMMERCE 3-19-2010.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SN 77-841,217, FILED 10-5-2009

ESTHER A. BORSUK, EXAMINING ATTORNEY



David J. Kappas

Director of the United States Patent and Trademark Office

TRADEMARK  
REEL: 007480 FRAME: 0386

# United States of America

United States Patent and Trademark Office

## RIGHTech

**Reg. No. 3,999,861**

**Registered July 19, 2011**

**Int. Cl.: 42**

**SERVICE MARK**

**PRINCIPAL REGISTER**

ARIEL METALS CORPORATION (ILLINOIS CORPORATION)  
3045 COMMERCIAL AVENUE  
NORTHBROOK, IL 60062

FOR: CUSTOM DESIGN OF INDUSTRIAL EQUIPMENT USED IN METAL PROCESSING  
AND ANODIZING, IN CLASS 42 (U.S. CLS. 100 AND 101).

FIRST USE 3-19-2010; IN COMMERCE 3-19-2010.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PAR-  
TICULAR FONT, STYLE, SIZE, OR COLOR.

OWNER OF U.S. REG. NO. 3,851,479.

SN 85-178,118, FILED 11-16-2010.

GINA HAYES, EXAMINING ATTORNEY



*David J. Kyffers*

Director of the United States Patent and Trademark Office

# United States of America

United States Patent and Trademark Office



Reg. No. 4,001,625

Registered July 26, 2011

Int. Cl.: 7

TRADEMARK

PRINCIPAL REGISTER

ARIEL METALS CORPORATION (ILLINOIS CORPORATION)  
3045 COMMERCIAL AVE.  
NORTHEROOK, IL 60062

FOR STANDARD AND CUSTOM DESIGNED INDUSTRIAL MACHINE PARTS, NAMELY, TITANIUM AND ALUMINUM ANODIZING RACKS AND FIXTURES, TITANIUM, ZIRCONIUM AND STAINLESS STEEL ANODE BASKETS, AND TITANIUM, ZIRCONIUM AND STAINLESS STEEL IMMERSION HEAT EXCHANGERS, IN CLASS 7 (U.S. CLS. 13, 19, 21, 23, 31, 34 AND 35).

FIRST USE 3-19-2010, IN COMMERCE 3-19-2010.

OWNER OF U.S. REG. NO. 3,851,479.

THE MARK CONSISTS OF A CHECK MARK AS PART OF THE LETTER "R" TO THE LEFT OF THE WORDS "RIGHTech".

SER. NO. 85-162,810, FILED 10-27-2010.

GINA HAYES, EXAMINING ATTORNEY



*David J. Kappas*

Director of the United States Patent and Trademark Office

TRADEMARK  
REEL: 007480 FRAME: 0388



# United States of America

United States Patent and Trademark Office



Reg. No. 3,999,862

Registered July 19, 2011

Int. Cl.: 42

SERVICE MARK

PRINCIPAL REGISTER

ABEL METALS CORPORATION (ILLINOIS CORPORATION)  
3045 COMMERCIAL AVENUE  
NORTHBROOK, IL 60062

FOR CUSTOM DESIGN OF INDUSTRIAL EQUIPMENT USED IN METAL PROCESSING  
AND ANODIZING, IN CLASS 42 (U.S. CLS. 100 AND 101).

FIRST USE 3-19-2010; IN COMMERCE 3-19-2010.

OWNER OF U.S. REG. NO. 3,851,479.

THE MARK CONSISTS OF A CHECK MARK AS PART OF THE LETTER "R" TO THE LEFT  
OF THE WORD "RIGHTech".

SN 85-178,132, FILED 11-16-2010.

GINA HAYES, EXAMINING ATTORNEY



*David J. Kappas*

Director of the United States Patent and Trademark Office