

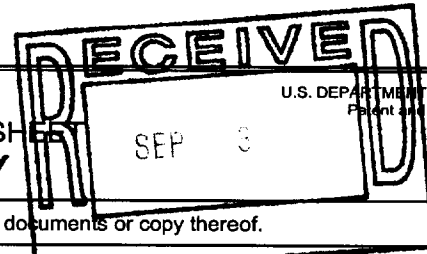
09-14-1998

FORM PTO-1594 (modified) 1-31-92



100827580

I FORM COVER SHEET MARKS ONLY



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Emerson Power Transmission Corporation

NRD 9/3/98

Individual Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____

Additional name(s) of conveying party(ies) attached: Yes No

2. Name and address of receiving party(ies):
 Name: Emerson Power Transmission Manufacturing, L.P.
 Internal Address: 1248 East Second Street, P.O. Box 687
 Maysville, Kentucky 41056-0687
 Street Address: 1248 East Second Street, P.O. Box 687
 City Maysville State: Kentucky Zip: 41056-0687

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 20, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Missouri
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s) (See Attached Exhibits)
 B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joseph E. Walsh, Jr.
 Internal Address: 7733 Forsyth Boulevard, Suite 1400
 St. Louis, Missouri 63105
 Street Address: 7733 Forsyth Boulevard, Suite 1400
 City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registrations involved: 71

7. Total fee (37 CFR 3.41) \$ 1,790.00
 Enclosed
 Authorized to be charged to deposit account (if amount is insufficient) *E*

09/10/1998 BHUYEN 00000121 75147056

01 FC:481 40.00 DP
02 FC:482 1750.00 DP

8. Deposit account number:
 18-1829
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joseph E. Walsh, Jr. *Joseph E. Walsh, Jr.* 8/26/98
 Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document:

Attorney's
Docket No. 10049-2007

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Name(s) of Additional Conveying Parties:

1. Emerson Electric Co. (Corporation-State - Delaware)
2. McGill Manufacturing Company, Inc. (Corporation-State - Indiana)

EXHIBIT A

EPT U.S. TRADEMARK (PENDING-ITU) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	Emer-Flex	7	75/147056	08/08/1996				Pending	Emerson Electric Co.
2	United States	EPT Edge	9	75/209603	12/06/1996				Pending	Emerson Electric Co.
3	United States	EPT Link	9	75/268032	04/02/1997				Pending	Emerson Electric Co.
4	United States	XI-Reme	7	75/275761	04/15/1997				Pending	Emerson Electric Co.

EXHIBIT A

EPT U.S. TRADEMARK (PENDING-TU) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	MCP(Block Letters)	7	75/347143	08/28/1997				Pending	Emerson Power Trans. Corp.
2	United States	Torqboss (Block Ltrs)	7	75/354248	09/09/1997				Pending	Emerson Power Trans. Corp.

EXHIBIT A

EPT U.S. TRADEMARK (REGISTERED) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	MCPD	7	74/628831	02/02/1995	1945736	01/02/1996	01/02/2006	Registered	Emerson Power Trans. Corp.
2	United States	MCYRD	7	74/628849	02/02/1995	1945737	01/02/1996	01/02/2006	Registered	Emerson Power Trans. Corp.
3	United States	MR	7	74/572288	09/12/1994	1943740	12/26/1995	12/26/2005	Registered	Emerson Power Trans. Corp.
4	United States	MCF	7	578172	01/17/1986	1461666	10/20/1987	10/20/2007	Registered	Emerson Power Trans. Corp.
5	United States	MCFR	7	578138	01/17/1986	1435297	04/07/1987	04/07/2007	Registered	Emerson Power Trans. Corp.

EXHIBIT A

EPT U.S. TRADEMARK (REGISTERED) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	Cagerol	7	69160	03/09/1959	683644	08/18/1979	08/18/1999	Registered	McGill Manufacturing Co., Inc.
2	United States	Camrol	7	681609	02/14/1955	644433	04/23/1997	04/23/2007	Registered	McGill Manufacturing Co., Inc.
3	United States	Guiderol	7	614308	05/24/1951	556998	04/01/1992	04/01/2002	Registered	McGill Manufacturing Co., Inc.
4	United States	Lambda	17	145875	10/25/1977	1098151	08/01/1978	08/01/1998	Registered	McGill Manufacturing Co., Inc.
5	United States	Lubri-Disc	7	321250	03/10/1969	882466	12/16/1989	12/16/1999	Registered	McGill Manufacturing Co., Inc.
6	United States	McGill (Stylized)	7	549558	02/12/1948	515977	10/04/1989	10/04/2009	Registered	McGill Manufacturing Co., Inc.
7	United States	MCYR	7	578140	01/17/1986	1406485	08/26/1986	08/26/2006	Registered	McGill Manufacturing Co., Inc.
8	United States	MCYRR	7	578165	01/17/1986	1406486	08/26/1986	08/26/2006	Registered	McGill Manufacturing Co., Inc.
9	United States	Nylaplate	17	214889	03/24/1965	801877	01/11/1986	01/11/2006	Registered	McGill Manufacturing Co., Inc.
10	United States	Nylaplate-K	7	276849	07/26/1967	857043	09/17/1988	09/17/2008	Registered	McGill Manufacturing Co., Inc.
11	United States	Sphere-Rol	7	205309	11/02/1964	805932	03/22/1986	03/22/2006	Registered	McGill Manufacturing Co., Inc.
12	United States	Trakrol	7	420036	04/04/1983	1278688	05/22/1984	05/22/2004	Registered	McGill Manufacturing Co., Inc.

EXHIBIT A

Page 1 of 3

EPT U.S. TRADEMARK (REGISTERED) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	B5V	7	192003	08/06/1991	1810243	12/07/1993	12/07/2003	Registered	Emerson Electric Co.
2	United States	Browning	6	110197	12/14/1960	719246	08/01/1981	08/01/2001	Registered	Emerson Electric Co.
3	United States	Browning	7	224065	07/23/1965	812094	08/02/1986	08/02/2006	Registered	Emerson Electric Co.
4	United States	Browning/Edge	9	63217	05/29/1990	1642669	04/30/1991	04/30/2001	Registered	Emerson Electric Co.
5	United States	Code 1	7	437416	08/01/1983	1318921	02/12/1985	02/12/2005	Registered	Emerson Electric Co.
6	United States	Ever-Flex	7	293621	03/19/1968	867134	03/25/1989	03/25/2009	Registered	Emerson Electric Co.
7	United States	Gearbelt	17	63149	11/25/1958	683992	08/25/1979	08/25/1999	Registered	Emerson Electric Co.
8	United States	Gridflex	7	198479	12/29/1978	1140646	10/21/1980	10/21/2000	Registered	Emerson Electric Co.
9	United States	Gripbelt	7	546148	08/15/1947	511897	07/05/1989	07/05/2009	Registered	Emerson Electric Co.
10	United States	Gripbelt	7	570358	12/11/1948	530254	09/05/1990	09/05/2000	Registered	Emerson Electric Co.
11	United States	Griplink	7	566024	09/28/1948	520887	02/07/1990	02/07/2000	Registered	Emerson Electric Co.
12	United States	Gripwrist	7	228882	09/29/1965	814502	09/06/1986	09/06/2006	Registered	Emerson Electric Co.
13	United States	HPT	7	804906	06/06/1989	1605293	07/10/1990	07/10/2000	Registered	Emerson Electric Co.
14	United States	LPC	7	258164	04/14/1980	1181858	12/15/1981	12/15/2001	Registered	Emerson Electric Co.
15	United States	Masterline	7	437414	08/01/1983	1291883	08/28/1984	08/28/2004	Registered	Emerson Electric Co.
16	United States	Multi-Trap	6	204619	02/22/1979	1150199	04/07/1981	04/07/2001	Registered	Emerson Electric Co.

EXHIBIT A

Page 2 of 3

EPT U.S. TRADEMARK (REGISTERED) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
17	United States	MVP	7	58962	01/14/1960	702894	08/16/1980	08/16/2000	Registered	Emerson Electric Co.
18	United States	Powerline	7	207939	09/27/1991	1757555	03/09/1993	03/09/2003	Registered	Emerson Electric Co.
19	United States	Power-Match	7	563627	10/17/1985	1400129	07/08/1986	07/08/2006	Registered	Emerson Electric Co.
20	United States	Q-D	0	456780	11/11/1942	403470	09/28/1983	09/28/2003	Registered	Emerson Electric Co.
21	United States	Raider	7	149963	03/21/1991	1723267	10/13/1992	10/13/2002	Registered	Emerson Electric Co.
22	United States	The Browning Link	9	558043	09/13/1985	1401925	07/22/1986	07/22/2006	Registered	Emerson Electric Co.
23	United States	Torqtaper	7	603867	06/12/1986	1425495	01/20/1987	01/20/2007	Registered	Emerson Electric Co.
24	United States	Valulme	7	437415	08/01/1983	1329238	04/09/1985	04/09/2005	Registered	Emerson Electric Co.
25	United States	Vision	9	353792	01/29/1993	1874555	01/17/1995	01/17/2005	Registered	Emerson Electric Co.
26	United States	EPT	7	104809	10/10/1990	1848067	08/02/1994	08/02/2004	Registered	Emerson Electric Co.
27	United States	EPT	9	445197	10/08/1993	1953589	01/30/1996	01/30/2006	Registered	Emerson Electric Co.
28	United States	Topveyor	7	801514	05/22/1989	1577330	01/16/1990	01/16/2000	Registered	Emerson Electric Co.
29	United States	Eberhardt-Denver	23	211914	02/12/1965	799076	11/23/85	11/23/2005	Registered	Emerson Electric Co.
30	United States	Morflex	7	348549	03/13/1934	319489	11/27/1994	11/27/2004	Registered	Emerson Electric Co.
31	United States	Powergear	7	561413	08/15/1994	1954366	02/06/1996	02/06/2006	Registered	Emerson Electric Co.
32	United States	Powergear & Design	7	649694	05/21/1954	599487	12/14/1994	12/14/2004	Registered	Emerson Electric Co.

EXHIBIT A

EPT U.S. TRADEMARK (REGISTERED) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
33	United States	Sealmaster	7	427092	01/02/1940	380006	08/06/1980	08/06/2000	Registered	Emerson Electric Co.
34	United States	Sealmaster (Block Form)	7	74/685623	06/07/1995	2037825	02/11/1997	02/11/2007	Registered	Emerson Electric Co.
35	United States	Skwezloc	28	205205	10/30/1964	810762	07/05/1986	07/05/2006	Registered	Emerson Electric Co.
36	United States	Double Drum	7	194404	05/20/1981	1168810	09/08/1981	09/08/2001	Registered	Emerson Electric Co.
37	United States	H.D.R.	7	426025	06/01/1972	969153	09/25/1993	09/25/2003	Registered	Emerson Electric Co.
38	United States	Snap-Back	7	261896	01/03/1967	843655	02/06/1988	02/06/2008	Registered	Emerson Electric Co.
39	United States	The Pulley Place	42	399237	05/26/1971	947375	11/14/1992	11/14/2002	Registered	Emerson Electric Co.
40	United States	True Turn	0	117066	04/03/1961	754999	08/20/1983	08/20/2003	Registered	Emerson Electric Co.
41	United States	Van Gorp Turn-Clean Pulleys	7	49100	04/04/1958	687883	11/10/1979	11/10/1999	Registered	Emerson Electric Co.
42	United States	Van Gorp V & Design	7	568728	11/15/1985	1399206	07/01/1986	07/01/2006	Registered	Emerson Electric Co.
43	United States	XT (Block)	7	215476	05/14/1979	1150240	04/07/1981	04/07/2001	Registered	Emerson Electric Co.

EXHIBIT A

EPT U.S. TRADEMARK (PENDING-ACTUAL USE) REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	GFR	7	75/311231	06/18/1997				Pending	Emerson Power Trans. Corp.
2	United States	KK	7	75/267116	03/28/1997				Pending	Emerson Power Trans. Corp.
3	United States	NFS	7	75/311230	06/18/1997				Pending	Emerson Power Trans. Corp.
4	United States	NSS	7	75/311232	06/18/1997				Pending	Emerson Power Trans. Corp.

EXHIBIT A

EPT U.S. TRADEMARK (PENDING-ACTUAL USE)
REPORT

REFERENCE NUMBER	COUNTRY	MARK NAME	CLASS #	APL NUMBER	APL DATE	REG NUMBER	REG DATE	RENEWAL DATE	TRADEMARK STATUS	CURRENT REGISTRANT
1	United States	Van Gorp Block Ltrs.	7	75/275762	04/15/1997				Pending	Emerson Electric Co.

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION(S) (ITU)

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON ELECTRIC CO. (hereinafter "Assignor), a Missouri corporation, having a place of business at 8000 West Florissant Avenue, St. Louis, Missouri 63136, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the owner of record of the United States Trademark Application(s) listed on Exhibit A attached hereto and made a part hereof (the "Trademark Application(s)"); and

WHEREAS, Assignor has intended to use the mark(s) listed on Exhibit A in commerce and the Trademark Application(s) indicated that intention, but Assignor has not yet filed allegations of use under §§1(c) or 1(d) of the Trademark Act;

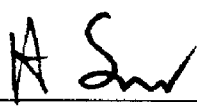
WHEREAS, Assignor is assigning its interest in the mark(s) and the above-identified Trademark Application(s) to Assignee as part of the entire business to which the mark(s) pertain as required by 15 U.S.C. §1060; and

WHEREAS, Assignee is desirous of acquiring said Trademark Application(s) as part of the business to which the mark(s) pertain;

NOW, THEREFORE, for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest to said Trademark Application(s) together with the goodwill of the business symbolized thereby.

EMERSON ELECTRIC CO.

By:



Harley M. Smith
Assistant Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: Missouri)
COUNTY OF: St. Louis)

ss:

On this 20th day of August, 1998, before me personally appeared Harley M. Smith, to me known, and known to me to be the Assistant Secretary of EMERSON ELECTRIC CO. described in the foregoing assignment, and who executed the assignment.

(SEAL) SHEILA I. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: June 3, 2002

Sheila Gustafson
Notary Public

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION(S) (ITU)

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON POWER TRANSMISSION CORPORATION (hereinafter "Assignor"), a Delaware corporation, having a place of business at 620 South Aurora Street, Ithaca, New York, 14850, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the owner of record of the United States Trademark Application(s) listed on Exhibit A attached hereto and made a part hereof (the "Trademark Application(s)"); and

WHEREAS, Assignor has intended to use the mark(s) listed on Exhibit A in commerce and the Trademark Application(s) indicated that intention, but Assignor has not yet filed allegations of use under §§1(c) or 1(d) of the Trademark Act;

WHEREAS, Assignor is assigning its interest in the mark(s) and the above-identified Trademark Application(s) to Assignee as part of the entire business to which the mark(s) pertain as required by 15 U.S.C. §1060; and

WHEREAS, Assignee is desirous of acquiring said Trademark Application(s) as part of the business to which the mark(s) pertain;

NOW, THEREFORE, for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest to said Trademark Application(s) together with the goodwill of the business symbolized thereby.

EMERSON POWER TRANSMISSION CORPORATION

By:



Harley M. Smith
Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: Missouri) ss:
COUNTY OF: St. Louis)

On this 20th day of August, 1998, before me personally appeared Harley M. Smith, to me known, and known to me to be the Secretary of EMERSON POWER TRANSMISSION CORPORATION described in the foregoing assignment, and who executed the assignment.

(SEAL) SHEILA J. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public

**ASSIGNMENT OF TRADEMARKS AND UNITED STATES TRADEMARK
REGISTRATIONS THEREON**

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON POWER TRANSMISSION CORPORATION (hereinafter "Assignor"), a Delaware corporation, having a place of business at 620 South Aurora Street, Ithaca, New York 14850, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the lawful owner of the trademarks listed on attached Exhibit A and owner of record of the United States Trademark Registrations thereon and also listed on Exhibit A, all of which are made a part hereof (collectively the "Trademark Registrations"); and

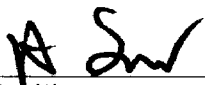
WHEREAS, Assignee is desirous of acquiring the Trademark Registrations.

NOW, THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor by these presents does hereby sell, assign and transfer unto the Assignee, and Assignee does hereby accept all right, title and interest in, to and under the Trademark Registrations, including the right to sue for past infringement and to keep for itself any recovery derived therefrom, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

EMERSON POWER TRANSMISSION CORPORATION

By:



Harley M. Smith
Secretary

**TRADEMARK
REEL: 1785 FRAME: 0548**

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: MISSOURI)
COUNTY OF: St. Louis) ss:

On this 20th day of August, 1998, before me personally appeared Harley M. Smith to me known, and known to me to be the Secretary of EMERSON POWER TRANSMISSION CORPORATION described in the foregoing assignment, and who executed the assignment.

SHEILA J. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
(SEAL) My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public

**ASSIGNMENT OF TRADEMARKS AND UNITED STATES TRADEMARK
REGISTRATIONS THEREON**

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from MCGILL MANUFACTURING COMPANY, INC. (hereinafter "Assignor), an Indiana corporation, having a place of business at 909 N. Lafayette Street, Valparaiso, Indiana, 46383, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the lawful owner of the trademarks listed on attached Exhibit A and owner of record of the United States Trademark Registrations thereon and also listed on Exhibit A, all of which are made a part hereof (collectively the "Trademark Registrations"); and

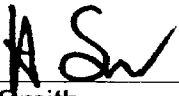
WHEREAS, Assignee is desirous of acquiring the Trademark Registrations.

NOW, THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor by these presents does hereby sell, assign and transfer unto the Assignee, and Assignee does hereby accept all right, title and interest in, to and under the Trademark Registrations, including the right to sue for past infringement and to keep for itself any recovery derived therefrom, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

MCGILL MANUFACTURING COMPANY, INC.

By: _____


Harley M. Smith
Assistant Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: MISSOURI) ss:
COUNTY OF: St. Louis)

On this 20th day of ~~March~~ ^{August 3rd}, 1998, before me personally appeared Harley M.

Smith to me known, and known to me to be the Assistant Secretary of McGILL MANUFACTURING COMPANY, INC. described in the foregoing assignment, and who executed the assignment.

SHEILA J. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
(SEAL) St. Louis County
My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public

**ASSIGNMENT OF TRADEMARKS AND UNITED STATES TRADEMARK
REGISTRATIONS THEREON**

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON ELECTRIC CO. (hereinafter "Assignor), a Missouri corporation, having a place of business at 8000 West Florissant Avenue, St. Louis, Missouri 63136, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the lawful owner of the trademarks listed on attached Exhibit A and owner of record of the United States Trademark Registrations thereon and also listed on Exhibit A, all of which are made a part hereof (collectively the "Trademark Registrations"); and

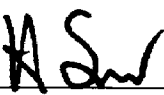
WHEREAS, Assignee is desirous of acquiring the Trademark Registrations.

NOW, THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor by these presents does hereby sell, assign and transfer unto the Assignee, and Assignee does hereby accept all right, title and interest in, to and under the Trademark Registrations, including the right to sue for past infringement and to keep for itself any recovery derived therefrom, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

EMERSON ELECTRIC CO.

By:



Harley M. Smith
Assistant Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: MISSOURI)
COUNTY OF: St. Louis) ss:

On this 20th day of August ^{9th} ~~March~~, 1998, before me personally appeared Harley M. Smith to me known, and known to me to be the Assistant Secretary of EMERSON ELECTRIC CO. described in the foregoing assignment, and who executed the assignment.

SHEILA J. GUSTAFSON
Notary Public - Notary Seal
SEAL STATE OF MISSOURI
St. Louis County
My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION(S)

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON POWER TRANSMISSION CORPORATION (hereinafter "Assignor), a Delaware corporation, having a place of business at 620 South Aurora Street, Ithaca, New York 14850, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the owner of record of the United States Trademark Application(s) listed on Exhibit A attached hereto and made a part hereof (the "Trademark Application(s)"); and


WHEREAS, Assignee is desirous of acquiring the Trademark Application(s);

NOW, THEREFORE, for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest to the Trademark Application(s), including the right to sue for past infringement and to keep for itself any recovery derived therefrom, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

EMERSON POWER TRANSMISSION
CORPORATION

By:



Harley M. Smith
Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: Missouri)
COUNTY OF: St. Louis) ss:

On this 20th day of August, 1998, before me personally appeared Harley M. Smith, to me known, and known to me to be the Secretary of EMERSON POWER TRANSMISSION CORPORATION described in the foregoing assignment, and who executed the assignment.

(SEAL) SHEILA J. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public

ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION(S)

THIS ASSIGNMENT is effective as of the 1st day of January, 1998 from EMERSON ELECTRIC CO. (hereinafter "Assignor), a Missouri corporation, having a place of business at 8000 West Florissant Avenue, St. Louis, Missouri 63136, to EMERSON POWER TRANSMISSION MANUFACTURING, L.P. (hereinafter "Assignee"), a Missouri limited partnership, having a place of business at 1248 East Second Street, P.O. Box 687, Maysville, Kentucky 41056-0687.

WHEREAS, Assignor is the owner of record of the United States Trademark Application(s) listed on Exhibit A attached hereto and made a part hereof (the "Trademark Application(s)"); and

WHEREAS, Assignee is desirous of acquiring the Trademark Application(s);

NOW, THEREFORE, for good and valuable consideration, the complete receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest to the Trademark Application(s), including the right to sue for past infringement and to keep for itself any recovery derived therefrom, together with the goodwill of the business symbolized thereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized representative.

EMERSON ELECTRIC CO.

By:



Harley M. Smith
Asistant Secretary

CORPORATE ACKNOWLEDGEMENT

UNITED STATES OF AMERICA)
STATE OF: Missouri)
COUNTY OF: St. Louis)

ss:

On this 30th day of August, 1998, before me personally appeared Harley M. Smith, to me known, and known to me to be the Assistant Secretary of EMERSON ELECTRIC CO. described in the foregoing assignment, and who executed the assignment.

(SEAL) SHEILA J. GUSTAFSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: June 3, 2002

Sheila J. Gustafson
Notary Public