1-31-92	TRADEMA	RI 01-08-2001 Office
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To the Honorable Commission	er of Palents and Trademarks: Pl	eat f.
1. Name of conveying party(in Zoeller New Corp., In 3649 Cane Run Road Louisville, Kentucky Individual(s) General Partnership Corporation-State Other Additional name(s) of conveying party Pres No 3. Nature of conveyance: Assignment Security Agreement Other Corporation-State No No	Action (15.0) 40211 Association Limited Partnership party(ies) attached? Merger Change of Name	101575334 2. Name and address of receiving party(ies): Name: Flint & Walling, Inc. Internal Address: Street Address: 3649 Cane Run Road City: Louisville State: KY ZIP: 40211 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Indiana Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or regis A. Trademark Application No.(s) 75/627,376 75/834,480 75 78/013,068 78/013,074	stration number(s):	630,840 856,335 831,764 870,421 B. Trademark registration No.(s) 1,578,626 1,672,5 1,778,684 1,686,246 1,925,064 1,998,628 1,971,914 2,206,195 2,206,229 2,203,317
5. Name and address of party to concerning document should Name: Scott R. Cox Internal Address: LYNCH, COX, GILL Street Address: 400 Wes Suite 2: City: Louisville	MAN & MAHAN, P.S. t Market 200	6. Total number of applications and registrations involved: 7. Total fee (37 CFR 3.41): \$ 515.00 C. Enclosed Authorized to be charged to deposit account 8. Deposit account number: (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 a original document. Scott R. Cox Name of Person S		tion is true and correct and any attached copy is a true copy of the C
OMB No. 0651-0011 (exp. 4/94)		
	Do not detac	h this portion
Public burden reporting to be recorded, inclusion completing and review	iding time for reviewing the wing the sample cover sheet	

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TRADEMARK ASSIGNMENT

WHEREAS, ZOELLER NEW CORP., INC., an Indiana Corporation, having an address at 3649 Cane Run Road, Louisville, Kentucky ("Assignor"), has adopted, used, is using and is the owner of the trademarks and corresponding U.S. Trademark Registrations (the "Marks") identified in Attachment A hereto; and

WHEREAS, FLINT & WALLING, INC., a corporation organized and existing under the laws of the State of Indiana, having an address at 3649 Cane Run Road, Louisville, Kentucky ("Assignee") desires to acquire the Marks;

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to these Marks, together with the goodwill of the business symbolized by the Marks and all registrations and applications therefor, together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute any further papers and to do such other acts as may be necessary and proper to vest full title in and to the Marks in the Assignee.

IN WITNESS WHEREOF, this Assignment is effective as of the Zam day of Manual ..., 2000.

ZOELLER NEW CORP., INC.

on Fleming, Chief Executive Officer

County of Jefferson

)ss

State of Kentucky

On this 22 day of November, 2000, before me, a notary in and for said county, personally appeared Don Fleming, known to me to be the person who executed the within instrument and acknowledged to me that he is duly qualified to sign the foregoing instrument.

Solvand Grant
Notary Public
My Commission of James 6-16-2002

TRADEMARK REEL: 002207 FRAME: 0564

TRADEMARK REGISTRATIONS AND APPLICATIONS:

<u>United States</u>

Trademark Registration Number F & W 630,840 Air-E-Tainer 856,335 Hoosier 831,764 Pump Mate 870,421 Nautilus 1,578,626 Elminatr 1,672,526 Star 1,778,684 1,686,246 Silent Sentry 1,925,064

Magnaloy 1,925,064
Accusoft 1,971,914
Commander 2,206,195
Workhorse 2,206,229
Compusizing 2,361,709

Trademark Application Number
Captain 75/627,387
Commander Plus 75/834,480

 Commander Plus
 75/834,480

 Commander Pro
 75/834,479

 EasySoft
 75/013,068

 PrimeTime
 78/013,074

Canada

Trademark Registration Number

Star TMA 452,570

<u>Mexico</u>

Trademark Registration Number

Star 221,359

India

Trademark Application Number

F & W 873,462 Star 873,461

TRADEMARK
RECORDED: 12/15/2000 REEL: 002207 FRAME: 0565