

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Merger
- Security Agreement
- Change of Name
- Nunc Pro Tunc Assignment
Effective Date:
- Other:

Execution Date

July 20, 2001

Conveying Party

Name Aero Industries, Inc.

- Formerly
- Individual General Partnership Limited Partnership Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization Delaware
 - Mark if Additional Names of Conveying Parties Attached

Receiving Party

Name Illinois Tool Works Inc.
DBA/AKA/TA
Address 3600 West Lake Avenue
Address
Address Glenview Illinois 60025
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware
- Domestic Representative Designation Attached: Yes No
- Mark if Additional Names of Receiving Parties Attached

Correspondent Name and Address

Lynn A. Sullivan
Leydig, Voit & Mayer, Ltd.
Two Prudential Plaza, Suite 4900
Chicago, Illinois 60601-6780

Telephone: (312) 616-5600
Facsimile: (312) 616-5700
Attorney Docket No. 212243

Pages Enter the total number of pages of the attached conveyance document including any attachments: 2

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)	Registration Number(s)
	2,060,027

Number of Properties

Enter the total number of properties involved: 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$40.00

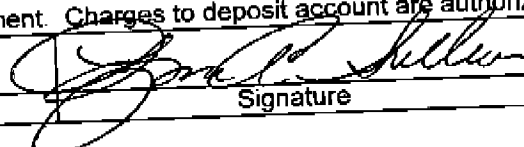
Method of Payment:

- Enclosed
- Deposit Account No. 12-1216
- Authorization to Charge Additional Fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Lynn A. Sullivan



July 25, 2001

Name of Person Signing

Signature

Date

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, AERO INDUSTRIES, INC. (Assignor), an Indiana corporation with offices at 3010 West Morris Street, Indianapolis, Indiana 46242 is using and is the owner of the marks on Schedule A attached hereto which include those marks now registered in the United States Patent and Trademark Office and/or those trademarks in common law use;

WHEREAS, ILLINOIS TOOL WORKS INC. (Assignee), a Delaware corporation, having its principal place of business at 3600 West Lake Avenue, Glenview, Illinois 60025 is desirous of acquiring said marks;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said marks, together with the goodwill of the business symbolized by said marks and registrations thereof, and including all common-law and other rights in said marks, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said marks prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect on the 20th day of July, 2001.

AERO INDUSTRIES, INC.


By: James R. Tuerk
Title: President & CEO

SCHEDULE A

MarkRegisteredReg. No.

AERGUARD

May 6, 1997

2,060,027

COMMON LAW MARKS

AERFLOW

AerFlow

POP.UP

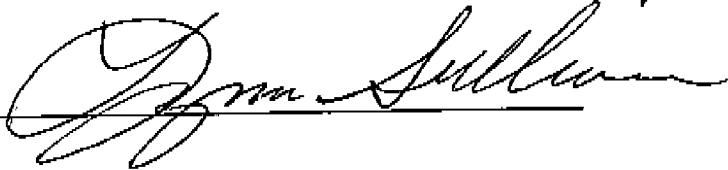
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CERTIFICATE OF FACSIMILE

I hereby certify that this merger document is being transmitted by facsimile to the Assistant Commissioner for Trademarks, Patent and Trademark Assignment Systems, Facsimile No. 703-306-5995.

7/25/01
Date

By: 

APP USE (Rev. 10/16/2000)