

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Red Lion Controls, Inc.		12/16/2008	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	RLC Holding Company
Street Address:	1105 N. Market Street
Internal Address:	Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	3368875	CRIMSON
Registration Number:	3368876	CRIMSON
Registration Number:	3483164	CUB
Registration Number:	3368880	PAX
Registration Number:	3368713	RED LION
Registration Number:	3371993	RED LION

**CORRESPONDENCE DATA**

Fax Number: (717)260-1641  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 717-232-8000  
 Email: trademarks@mwn.com  
 Correspondent Name: Sue Heberlig  
 Address Line 1: 100 Pine Street  
 Address Line 4: Harrisburg, PENNSYLVANIA 17108

OP \$165.00 3368875

ATTORNEY DOCKET NUMBER:	356/24915-0001
NAME OF SUBMITTER:	Sue Heberlig
Signature:	/SueHeb/
Date:	12/28/2009
Total Attachments: 2 source=TM Assignment - signed#page1.tif source=TM Assignment - signed#page2.tif	

ASSIGNMENT AGREEMENT

WHEREAS, Red Lion Controls, Inc., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and having its principal place of business at 20 Willow Springs Circle, York, PA 17406, has adopted, is using and is the owner of the trade name and trade marks listed in Schedule A, attached hereto; and

WHEREAS, RLC HOLDING COMPANY, a corporation organized and existing under the laws of the State of Delaware, having an address of 1105 N. Market Street, Suite 1300, Wilmington, Delaware 19801, is desirous of acquiring all of the right, title and interest of said Red Lion Controls, Inc. in and to said trade name, trade marks, and the goodwill of the business associated with and symbolized by said trade name.

NOW, THEREFORE, said Red Lion Controls, Inc. does hereby assign and transfer to said RLC Holding Company, the trade name, trade marks, and the goodwill of the business associated with and symbolized by the same, all as listed in Schedule A, attached hereto, together with all rights of action accrued, accruing, and to accrue under and by virtue thereof, including the right to sue or otherwise recover for past infringement, and receive all damages, payments, cost and fees associated therewith with an effective date of January 1, 2008.

Assignor hereby agrees to take any and all further actions requested by Assignee in order to fully vest the right, title and interest being conveyed to Assignee pursuant to this Assignment.

IN WITNESS WHEREOF, Red Lion Controls, Inc. has caused this assignment to be signed by Michael J. Granby, its President, thereunto duly authorized, this 16th day of December 2008.

RED LION CONTROLS, INC.

By: \_\_\_\_\_

Michael J. Granby, President

Trademark Assignment Agreement

Schedule A

The name or term "Red Lion" and/or the following symbols or logos:

Trademarks -- United States of America

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
CRIMSON	3,368,875	15 Jan 2008
CRIMSON Stylized and Design	3,368,876	15 Jan 2008
CUB	3,483,164	12 Aug 2008
PAX	3,368,880	15 Jan 2008
RED LION	3,368,713	15 Jan 2008
RED LION Stylized and Design	3,371,993	22 Jan 2008

Trademarks -International

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Registration Number</u>	<u>Registration Date</u>
RED LION	Int'l Registration: European Community France Germany Singapore United Kingdom	974123	18 Sep 2008
RED LION logo	Int'l Registration: European Community France Germany Singapore United Kingdom	975294	25 Sep 2008

"Licensed Products"

Digital and analog panel meters, signal conditioners, sensors and encoders, modular control and data acquisition devices, operator interfaces and displays and protocol conversion and communications devices, as indicated in the Red Lion product catalogue as revised from time to time.