

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CONDITIONAL ASSIGNMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Key Components, Inc.		11/11/2010	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	Machinery Components, Inc.		
Street Address:	1833 Downs Drive		
City:	West Chicago		
State/Country:	ILLINOIS		
Postal Code:	60185		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2009410	POWERMASTER	
Registration Number:	2210889	POWERMASTER	
Registration Number:	3387322	ULTRA TORQUE	
Registration Number:	2492165	XS TORQUE	
Registration Number:	3387326	XS VOLT	
CORRESPONDENCE DATA			
Fax Number:	(312)786-5111		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-786-5100		
Email:	jjudge@vgmlaw.com		
Correspondent Name:	James E. Judge		
Address Line 1:	33 N. LaSalle St., Suite 2200		
Address Line 4:	Chicago, ILLINOIS 60602		
ATTORNEY DOCKET NUMBER:	MCI		

CH \$140.00 2009410

900187540

**TRADEMARK
 REEL: 004506 FRAME: 0162**

NAME OF SUBMITTER:	James E. Judge
Signature:	/James E. Judge/
Date:	03/25/2011
Total Attachments: 1 source=memorandum of agreement-executed#page1.tif	

MEMORANDUM OF AGREEMENT

On November 11, 2010, pursuant to a written agreement between them, KEY COMPONENTS, INC., a corporation organized under the laws of the State of Tennessee whose address is 7501 Strawberry Plains Pike, Knoxville, TN 37924, as the owner and proprietor of the following Registered Trademarks, for good and valid consideration, assigned the exclusive right to exercise all proprietary rights in the following Trademarks, subject to certain payment and escrow terms contained in said agreement, to MACHINERY COMPONENTS, INC., a corporation organized under the laws of the State of Illinois whose address is 1833 Downs Drive, West Chicago, IL 60185:


1. POWERMASTER, U.S. Reg. No. 2009410
2. POWERMASTER, U.S. Reg. No. 2210889
3. ULTRA TORQUE, U.S. Reg. No. 3387322
4. XS TORQUE, U.S. Reg. No. 2492165
5. XS VOLT, U.S. Reg. No. 3387326

In confirmation whereof, the parties set forth their signatures below.

KEY COMPONENTS, INC.

By: 
Kenneth Bennett
President

MACHINERY COMPONENTS, INC.

By: 
John Babcock
President