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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Form header with form number PTO-1586, date 1-31-92, and tab settings.

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

1. Name of conveying party(ies):
United Dominion Industries, Inc.
Charlotte, North Carolina
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other
Additional name(s) of conveying party(ies) attached? Yes No
3. Nature of conveyance: MRD 5-20-98
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: July 2, 1997

2. Name and address of receiving party(ies):
Name: VP Buildings, Inc.
Internal Address:
Street Address: 3200 Players Club Circle
City: Memphis State: TN ZIP: 38125
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designators must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
See "Appendix A" attached
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: T. A. Zalenski, Esq.
Internal Address: LTV Steel Company, Inc.
40-307
Street Address: 200 Public Square
City: Cleveland State: OH ZIP: 44114-2308

6. Total number of applications and registrations involved: 13
7. Total fee (37 CFR 3.41): \$ 520.00
 Enclosed - LTV Steel Check No. J001065
 Authorized to be charged to deposit account
8. Deposit account number: 12-2261
(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.
T. A. Zalenski, Esq. [Signature] 5/20/98
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Appendix A

Trademark Registration Nos.

1.	662,440
2.	676,206
3.	691,493
4.	715,976
5.	716,715
6.	717,724
7.	869,598
8.	926,653
9.	1,497,401
10.	1,768,983
11.	1,775,718
12.	1,778,645
13.	1,787,915

(#3216)

**ASSIGNMENT OF TRADEMARKS, TRADEMARK APPLICATIONS
AND TRADEMARK REGISTRATION**

THIS ASSIGNMENT is made this 2nd day of July, 1997, by United Dominion Industries Limited, a Canadian corporation, and its affiliates listed on the signature pages hereof, having its principal place of business at Charlotte, North Carolina, collectively hereinafter referred to as the "Seller".

WITNESSETH:

WHEREAS, said Seller is the owner of the entire right, title and interest in and to the Trademarks and any registrations and applications therefore as listed in Schedule A;

WHEREAS, VP Buildings, Inc., a Delaware corporation, having its principal place of business at Cleveland, Ohio, and a wholly owned subsidiary of The LTV Corporation, a Delaware corporation ("LTV") hereinafter referred to as the "Buyer", is desirous of acquiring all of Seller's right, title and interest in and to said Trademarks and any registrations and applications therefor.


NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, and pursuant to the Asset Purchase Agreement dated as of May 21, 1997 (the "Agreement") among Seller and LTV, Seller does hereby sell, assign, transfer, set over and convey unto the Buyer, as of the date first above written, all its right, title and interest, in and to said Trademarks and any registrations and applications therefor together with the good will of the business symbolized by said trademarks.


ALL OF THE FOREGOING to be held and enjoyed by the Buyer for its own use and for the use of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Seller if this transfer to the Buyer had not been made.

(NY) /dpw/cw/044/12200/150/CLOSING/trade.markapp.bak


IN WITNESS WHEREOF, Seller has caused this instrument of assignment to be executed and its corporate seal to be hereunto affixed.

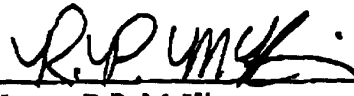
United Dominion Industries Limited

By: 
Name: J.M. Childress, II
Title: Vice President


By: 
Name: R.P. McKinney
Title: Assistant Secretary

United Dominion Industries, Inc.

By: 
Name: J.M. Childress, II
Title: Vice President

By: 
Name: R.P. McKinney
Title: Assistant Secretary

Span International Limited

By: 
Name: J.M. Childress, II
Title: Vice President


STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared J.M. Childress, II, an officer of each of United Dominion Industries Limited, United Dominion Industries, Inc. and Span International Limited, and R.P. McKinney, an officer of each of United Dominion Industries United and United Dominion Industries, Inc., known to me to be the person whose names are subscribed to the foregoing instrument and acknowledged to me that the same was the act of such Corporation, and that they executed the same for and as the act of such Corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of July 1997.



Notary Public

MASON DRAKE
NOTARY PUBLIC, State of New York
No. 02DR5070878
Qualified in New York County
Commission Expires Dec. 23, 1998

Schedule A

VARCO PRUDEN - U.S. TRADEMARKS

Registration Number	Mark
83,146	APOGEE (California registration)
83,147	SNAP-SEAM (California registration)
662,440	STRAN STEEL and Design
676,206	STRAN-MASTER
691,493	VARCO
715,976	STRAN
716,715	STRAN-STYLE
717,724	GRAIN-MASTER
869,598	VP Logo
926,653	QUONSET
1,047,124	GENERAL
1,050,485	GENERAL BUILDINGS
1,051,113	GENERAL and Design
1,056,442	GENERAL AGRICULTURAL AND UTILITY BUILDINGS
1,094,971	SP-20
1,497,401	SNAP-SEAM
1,768,983	TILT-PLUS
1,775,718	ARCRIB
1,778,645	TILT-PLUS
1,787,915	VP COMMAND
1,891,451	TP and Design
1,893,901	TP and Design
	SNAPSEAL (pending application)

June 24, 1997

TRADEMARK
REEL: 1739 FRAME: 0728

VARCO PRUDEN - FOREIGN TRADEMARK REGISTRATIONS

<u>Country</u>	<u>Registration Number</u>	<u>Mark</u>
Bahamas	11,892	VARCO-PRUDEN
Bahamas	11,893	VARCO-PRUDEN
Canada	UCA030,723	QUONSET
Canada	TMA225,919	VARCO-PRUDEN

June 24, 1997

TRADEMARK
REEL: 1739 FRAME: 0729

VARCO PRUDEN - FOREIGN TRADEMARK APPLICATIONS

<u>Country</u>	<u>Application Number</u>	<u>Mark</u>
Argentina		VP Logo
Argentina		VARCO PRUDEN
Argentina		VP COMMAND
Bolivia		VP Logo
Bolivia		VP COMMAND
Bolivia		VARCO-PRUDEN
Brazil		VP Logo
Brazil		VARCO PRUDEN
Brazil		VP COMMAND
Chile	371,834	VP Logo
Chile	371,833	VP COMMAND
Chile	371,832	VARCO-PRUDEN
China	950144504	VP in Chinese characters
China	950144505	VARCO-PRUDEN
China	950144506	VARCO-PRUDEN in Chinese characters
China	950144507	VP Logo
ECT		VP Logo
ECT		VARCO-PRUDEN
India		VARCO PRUDEN
India		VP Logo
India		VP COMMAND
Paraguay	5,329	VP Logo
Paraguay	5,326	VP COMMAND
Paraguay	5,330	VARCO-PRUDEN

June 24, 1997

VARCO PRUDEN - FOREIGN TRADEMARK APPLICATIONS

<u>Country</u>	<u>Application Number</u>	<u>Mark</u>
Uruguay		VP Logo
Uruguay		VP COMMAND
Uruguay		VARCO-PRUDEN
Venezuela		VP Logo
Venezuela		VP COMMAND
Venezuela		VARCO-PRUDEN

June 24, 1997