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

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- New
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Document ID #
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Reel #  Frame #
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Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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Name

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- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Corporation  Association
  - Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

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**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)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

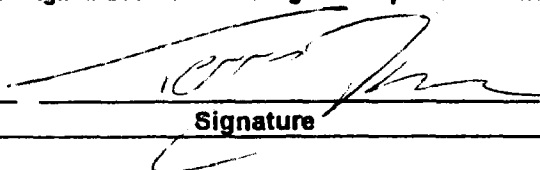
Yes  No

**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.

Terence A. Dixon

Name of Person Signing



Signature

December 14, 1998

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, FMC CORPORATION, a Delaware corporation having its principal place of business at Chicago, Illinois, (hereinafter called "FMC") is the sole and exclusive owner of the trademarks and trademark registrations and applications identified in the attached Schedule A (hereinafter collectively called the "Trademarks"); and

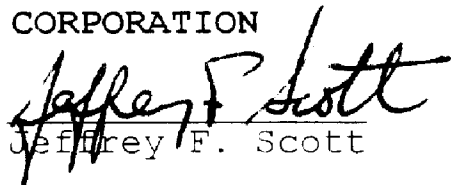
WHEREAS, FMC has entered into an Asset Purchase Agreement (the "Agreement") dated June 19, 1998 with FCE Holdings, Inc., a Delaware corporation (hereinafter called "FCE"), whereby FMC has agreed to sell and assign, and FCE has agreed to purchase and receive, the Trademarks;

NOW, THEREFORE, for the consideration recited in the Agreement, the receipt of which is hereby acknowledged, FMC does hereby, sell, assign, transfer, and set unto The Hudson-Sharp machine company ("Hudson-Sharp"), a fully owned subsidiary of FCE, all right, title, and interest in and to the Trademarks, together with the goodwill of the business symbolized thereby and together with all revisions and renewals thereof, and all proceeds thereof (such as, by way of example, income, license royalties and proceeds of present infringement suits) and the right to sue and collect damages for past, present and future infringement and all rights corresponding thereto throughout the world.

AND, FMC hereby agrees to execute or cause to be executed any and all further papers which may be necessary or desirable to perfect the title of Hudson-Sharp, its successors and assigns, in and to the Trademarks.

FMC CORPORATION

By

  
Jeffrey F. Scott

Date July 17, 1998

State of Illinois )  
 ) SS  
County of Cook \_\_\_\_\_ )

Signed and affirmed to before me this 17<sup>th</sup> day of July, 1998, by Jeffrey F Scott, who acknowledged himself to be the Director, Business Development, of FMC Corporation, and that he, as such Director, being authorized to do so, executed the foregoing instrument for the purposes therein.

Barbara J. Neal  
Notary Public



SCHEDULE A

TRADEMARKS

<u>Mark Date</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration</u>
03 Jan 95	US	1871025	SERVODRAW