

06-08-1999



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6-4-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

06/07/1999 NTHAI1 00000149 1477420

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001907 FRAME: 0941

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,477,420"/>	<input type="text" value="533,698"/>	<input type="text" value="524,267"/>
<input type="text" value="524,267"/>	<input type="text" value="524,457"/>	<input type="text" value="944,025"/>
<input type="text" value="944,025"/>	<input type="text"/>	<input type="text"/>

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.

Sharon S. McMahan

Sharon S. McMahan

6/1/99

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS AND TRADEMARK APPLICATIONS**

ASSIGNMENT made as of this 3/5 day of May, 1999 by and between CONGRESS FINANCIAL CORPORATION (CENTRAL), an Illinois corporation ("Assignor"), having an office at 150 South Wacker Dr., Suite 2200, Chicago, Illinois 60606 and CONGRESS FINANCIAL CORPORATION, a ~~California~~ DELAWARE corporation ("Assignee"), having an office at 1133 Avenue of the Americas, New York, New York 10036.

WITNESSETH:

WHEREAS, Assignor has acquired a security interest in certain trademarks and trademark applications as more particularly set forth and described in Exhibit A annexed hereto and made a part hereof; and

WHEREAS, Assignor desires to transfer and assign to Assignee all of its right, title and interest in and to such trademarks and trademark applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of Assignor in and to the trademarks and trademark applications set forth and described in Exhibit A annexed hereto, together with all foreign counterparts thereof, all designs and general intangibles of a like nature, all applications, registrations and recordings relating to the foregoing in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof, any political subdivision thereof or in any other countries, and all reissues, divisions, continuations, extensions and renewals thereof,

the goodwill of the business symbolized by each of the trademarks and trademark applications set forth and described in Exhibit A, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing such trademarks and any and all proceeds of any of the foregoing, including, without limitation, licenses, royalties and proceeds of infringements suits, the right to sue for past, present and future infringements, and the right to sue for and collect the same for its own use and for the use of its successors, assigns or legal representatives.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment as of the date and year first above written.

CONGRESS FINANCIAL CORPORATION
(CENTRAL)

By George Halzant
Its Vice Pres

ACCEPTED:

CONGRESS FINANCIAL CORPORATION

By William W. Brown
Its EVP

ACKNOWLEDGMENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25 day of May, 1999, before me personally came George Kalloni Jr, to me known, who being duly sworn, did depose and say, that he/she is the Service President of CONGRESS FINANCIAL CORPORATION (CENTRAL), the corporation described in and which executed the foregoing instruments; and that he/she signed his/her name thereto by order of the board Directors of said corporation.

Mark B Dunne
Notary Public

My Commission Expires:

4/4/2002

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25 day of May, 1999, before me personally came William H. Bloom, to me known, who being duly sworn, did depose and say, that he/she is the Exec. Vice President of CONGRESS FINANCIAL CORPORATION, the corporation described in and which executed the foregoing instruments; and that he/she signed his/her name thereto by order of the board Directors of said corporation.

Mark B Dunne
Notary Public

My Commission Expires:

4/4/2002

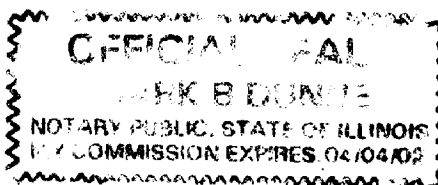


EXHIBIT A

<u>Registration No.</u>	<u>Mark</u>	<u>Date Issued</u>
1,477,420	Total Power	02/23/88
533,698	Wisconsin	11/21/50
N/A	Wisconsin Robin	
N/A	Wisconsin Heavy Duty Engines	
524,267	Wisconsin Air Cooled	04/18/50
524,267	Wisconsin Air Cooled Design	04/18/50
524,457	Wisconsin & Clock emblem	07/11/50
944,025	New Horse design	10/03/72
944,025	Wisconsin New Horse design	10/03/72