

Tab settings = = =

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

Smith-Blair, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 28, 1999

2. Name and address of receiving party(ies)

Name: M & FC Holding Company, Inc.

Internal Address: Suite 1300

Street Address: 1105 North Market street

City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,160,616; 2,216,614

8-9-99

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kurt L. Grossman, Esq.

Internal Address: Wood, Herron & Evans, LLP

Street Address: 2700 Carew Tower

441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-3000

(Attach duplicate copy of this page if paying by deposit account)

08/10/1999 DCDATES 0000233 1160616

DO NOT USE THIS SPACE

01 FC:461

40.00 OP

02 FC:462

25.00 OP

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.

Kurt L. Grossman  
Name of Person Signing

Signature

August 3, 1999  
Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK  
REEL: 001941 FRAME: 0931

Assignment of Trademarks

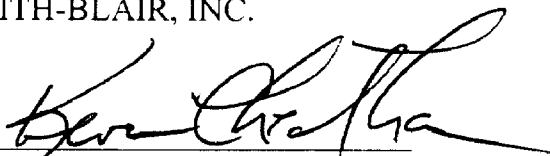
WHEREAS, Smith-Blair, Inc., a corporation organized and existing under the laws of the State of Delaware, (hereinafter referred to as the "Smith-Blair"), has adopted and is using the Marks MAXI-GRIP and EZ-TRANS; and

WHEREAS, Smith-Blair owns all of the goodwill associated with (a) the Mark MAXI-GRIP and U.S. Registration No. 1,160,616 thereof issued July 14, 1981, and (b) the Mark EZ-TRANS and U.S. Registration No. 2,216,614 thereof issued January 5, 1999; and

WHEREAS, M&FC Holding Company, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as "M&FC"), desires to acquire said Marks, associated goodwill, and all registrations thereof;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Smith-Blair does hereby assign and transfer to M&FC the entire right, title and interest in and to (a) the Mark MAXI-GRIP, together with the goodwill of the business symbolized by that Mark, and Registration No. 1,160,616 thereof, and (b) the Mark EZ-TRANS, together with the goodwill of the business symbolized by that Mark, and Registration No. 2,216,614 thereof, and (c) all other rights which Smith-Blair has enjoyed thereunder in the United States and throughout the world, including any and all rights of recovery based on past infringement(s) of said Marks and/or registrations, the same to be held and enjoyed by M&FC, its successors and assigns.

SMITH-BLAIR, INC.

By   
Kevin Cheatham, Controller

STATE OF ARKANSAS     )  
  ) SS:  
COUNTY OF MILLER     )

On this 28<sup>th</sup> day of July, 1999, personally before me came Kevin Cheatham, Controller of Smith-Blair, Inc, known to me, and known to me to be the person described and who signed the annexed assignment on behalf of Smith-Blair, Inc. and, being duly sworn, acknowledged that he executed the same.

  
Notary Public

(SEAL)

