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01-12-2001



ET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent

101580681

ginal documents or copy thereof.

1. Name of conveying party(ies):

Pengo Industries, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Pengo Corporation

Internal Address: _____

Street Address: 710 Zwissig Way

City: Union City State: California Zip: 94587

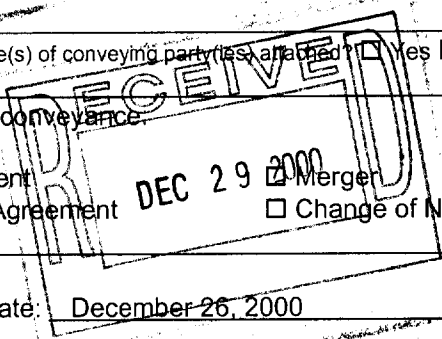
- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- State California
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document form assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance

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

Execution Date: December 26, 2000



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

678,791; 678,841; 722,821; 816,957; 817,354; and 899,176

Additional numbers attached? Yes No

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

Name: Wendy K. Marsh
Internal Address: Zarley, McKee, Thomte, Voorhees & Sease, P.L.C.

Street Address: 801 Grand, Suite 3200
City: Des Moines State: IA Zip: 50309-2721

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed [Please charge any deficiency or credit

any overpayment to Deposit Account No. 26-0084]
 Authorized to be charged to deposit account

8. Deposit account number:

(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.

01/11/2001 MTHAI1 00000200 678791

01 FC:481 40.00 DP
02 FC:482 Wendy K. Marsh 125.00 DP
Name of Person Signing

Wendy K. Marsh
Signature

12/27/00
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 002210 FRAME: 0616

ASSIGNMENT

WHEREAS, Pengo Industries, Inc., a Texas corporation, having its principal place of business at 885 3rd Avenue, 34th Floor, New York, New York 10022, is the owner of the following Trademark Registrations:

-Trademark Registration No. 678,791 dated May 19, 1959 on the mark SERVICE-FROM POLE TO POLE PENGO and design;

-Trademark Registration No. 678,841 dated May 19, 1959 on the mark PENGO SERVICE FROM POLE TO POLE and design;

-Trademark Registration No. 722,821 dated October 17, 1961 on the mark DRIVLUG;

-Trademark Registration No. 816,957 dated October 18, 1966 on the mark RUBR-LOK;

-Trademark Registration No. 817,354 dated October 25, 1966 on the mark RUBBER LOCK;

-Trademark Registration No. 899,176 dated September 22, 1970 on the mark BIDENT; and

WHEREAS, Pengo Corporation, a California corporation, with an address of 710 Zwissig Way, Union City, California 94587, is desirous of acquiring the entire right, title and interest in and to said marks, together with the goodwill of the business pertaining to said marks;

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, Pengo Industries, Inc. does hereby assign unto said Pengo Corporation, all rights, title and interest which Pengo Industries, Inc. has heretofore enjoyed pertaining to said marks, together with the goodwill of the business pertaining to said marks and the registrations thereof Nos. 678,790; 678,791; 678,841; 722,821; 816,957; 817,354; 899,176; and 936,981, the same to be held and enjoyed by Pengo Corporation, its successors and assigns, together with the right to sue for and collect for all claims for damages by reason of past infringement of said marks and the registrations thereof.

PENGO INDUSTRIES, INC.



Bruce M. Schnelwar
Senior Vice President

STATE OF NEW YORK)

COUNTY OF New York)

On this 26 day of DECEMBER, 2000, before me, the undersigned, a Notary Public in and for the state, personally appeared Bruce M. Schnelwar, to me personally known, who being by me duly sworn, did say that he is the Senior Vice President of Pengo Industries, Inc.; that said above and foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and that the said David A. Persing, as such officer, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

Susan E. Ryan
Notary Public in and for the
State of New York

My Commission Expires:

SUSAN E. RYAN
Notary Public, State of New York
No. 31-49473
Qualified in New York County
Commission Expires February 21, 2001