



SHEET

101953061

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):

Modern Engineering Company, Inc.

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

Additional name(s) of conveying party(ies) attached? yes no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Victor Equipment Company
Address: 101 South Hanley Road

City: St. Louis
State: MO Zip: 63105
Country: U.S.A.

- 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
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? yes no

3. Nature of Conveyance:

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

Execution Date: December 7, 2001

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

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

See Attached Schedule A

JAN 14 2002

Additional numbers attached? Yes No

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

Michael E. Godar, Esq.
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
Application(s) 0 + Registration(s): 8 = Total 8

7. Total Fee (37 CFR 3.41) \$ 305.00

- Enclosed
- Authorized to be charged to deposit account

9. Deposit Account Number: 19-1345
(Duplicate copy of this sheet attached)

Charge any underpayment or credit any overpayment to above Deposit Account

Rec'd, Ref: 01/17/2002 LMUELLER 0013520700
Serial 191345 Name/Number: 624449
FC: 704 \$90.00 CR

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.

Jennifer L. Wagner
Name of Person Signing

[Signature]
Signature

1-7-02
Date

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

5

01/17/2002 LMUELLER 00000221 624449

01 FC:481
02 FC:482

40.00 DP
175.00 DP

SCHEDULE A

Reg. No.

624,449
221,149
2,122,833
1,538,954
650,081
692,021
745,463
338,737

Trademark

DUBBL-STAGE
MECO (Stylized)
PRO-TIP
TOTE-L-PACK
TRIPL-FLINT
CUTMASTER
TRIPL-FLINT-LOK
WELDMASTER

ASSIGNMENT

1. **WHEREAS**, Modern Engineering Company, Inc. of 101 South Hanley Road, St. Louis, Missouri 63105, a corporation duly organized and existing under and by virtue of the laws of the State of Missouri (hereinafter referred to as Assignor), has adopted and used in its business certain trademarks; and

2. **WHEREAS**, assignor has certain registrations in the United States Patent and Trademark Office relating to said trademarks; and

3. **WHEREAS**, Victor Equipment Company of 101 South Hanley Road, St. Louis, Missouri 63105, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (hereinafter referred to as Assignee), is desirous of acquiring the entire right, title and interest of assignor in said trademarks and said registrations and the good will of the business in connection with which said trademarks are used;

4. **NOW THEREFORE**, in consideration of the sum one dollar (\$1.00) and other good and valuable consideration by assignee to assignor in hand paid, receipt of all of which is hereby acknowledged, assignor has agreed to and does hereby sell, assign and transfer unto assignee, its successors and assigns, all of assignor's right, title and interest throughout the world in and to said trademarks and said registrations together with the good will of the business in connection with which said trademarks are used, and together with full right to sue for and recover all profits and damages recoverable from past infringements of said trademarks; including specifically, without limiting the generality of the foregoing, the United States registrations listed below.

5. **TO BE HELD AND ENJOYED BY** assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by assignor had this sale and assignment not been made.

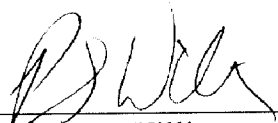
6. THE UNITED STATES TRADEMARK REGISTRATION(S) ARE AS

FOLLOWS:

<u>Reg. No.</u>	<u>Trademark</u>
624,449	DUBBL-STAGE
221,149	MECO (Stylized)
2,122,833	PRO-TIP
1,538,954	TOTE-L-PACK
650,081	TRIPL-FLINT
692,021	CUTMASTER
745,463	TRIPL-FLINT-LOK
338,737	WELDMASTER

7. **IN WITNESS WHEREOF**, assignor has caused these presents to be executed by its officers thereunto duly authorized this 7 day of December, 2001 .

MODERN ENGINEERING COMPANY, INC.

By 

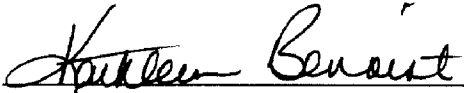
Patricia S. Williams
Title: Corporate Secretary

ACKNOWLEDGEMENT

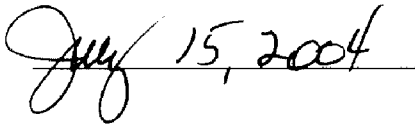
STATE OF MISSOURI)
)SS
COUNTY OF ST. LOUIS)

On this 7 day of December, 2001, before me, a Notary Public in and for said state, personally appeared Patricia S. Williams, known to me to be the person who executed the within and acknowledged to me that she executed the same for the purposes therein stated.

My Commission Expires:



Notary Public



July 15, 2004

