

10-29-2002

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Pengo Manufacturing, L.L.C. 10-21-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other DELAWARE LIMITED LIABILITY COMPANY
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Pengo Acquisition Corp. Internal Address: c/o Metapoint Partners Street Address: Three Centennial Drive City: Peabody State: MA Zip: 01960
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 Merger Security Agreement Change of Name Other
Execution Date: October 11, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See Attached Exhibit A
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Emilia F. Cannella, Esq. Internal Address: Bingham McCutchen LLP Street Address: 150 Federal Street City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 15
7. Total fee (37 CFR 3.41): \$ 390.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 500927

DO NOT USE THIS SPACE

9. Signature. Emilia F. Cannella Signature October 21, 2002 Date

Total number of pages including cover sheet, attachments, and document: 10

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

10/28/2002 LMUELLER 00000286 2057297 01 FC:8521 40.00 OP 02 FC:8522 350.00 OP

OFFICE OF PUBLIC RECORDS 2002 OCT 21 PM 2:11 FINANCE SECTION

TRADEMARK REEL: 2606 FRAME: 0510

## EXHIBIT A

<u>MARK</u>	<u>REG. NO.</u>	<u>STATUS</u>
TRI FLOW	2,057,297	Registered
AGGRESSOR	2,063,111	Registered
RIDGE BREAKER (& DESIGN)	2,141,866	Registered
ROCK RIPPER	1,865,171	Registered
RIBD-RUBR-LOK	1,820,996	Registered
ROCK RIPPER (& DESIGN)	1,865,169	Registered
TUF-GO	1,759,491	Registered
BIDENT	899,176	Expired
PENGO (& DESIGN)	936,981	Renewed
RUBBER LOCK	817,354	Renewed
RUBR-LOK	816,957	Renewed
PENGO (STYLIZED)	678,840	Renewed
DRIVLUG	722,821	Cancelled
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,841	Expired
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,791	Expired

## TRADEMARK ASSIGNMENT

**THIS ASSIGNMENT OF TRADEMARK**, is entered into by and between, Pengo Manufacturing, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware having an address of 101 E. Main Street, Suite 310, McMinnville, TN 37110, ("Assignor") and Pengo Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, having an address of c/o Metapoint Partners, Three Centennial Drive, Peabody, MA 01960 ("Assignee"), and is effective as of the last date of signature below.

WHEREAS, Assignor has adopted, is using and is the owner of all right, title, interest, and goodwill in and to the trademarks, service marks, trade names, common-law marks, and other indicia of origin listed in the attached Schedule A (the "Marks");

WHEREAS, Assignor has entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") dated October 11, 2002 with Assignee, a wholly-owned subsidiary of Metapoint Partners Fund-III, L.P.;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, any registrations therefor, and all benefit of the Marks. Assignor does further consent to the recordation of this Assignment with any governmental agency.

*[Remainder of Page Intentionally Left Blank]*

PENGO MANUFACTURING, L.L.C.

"Assignor"

By: TX. Fritsch

Name: Thomas X. Fritsch

Title: Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

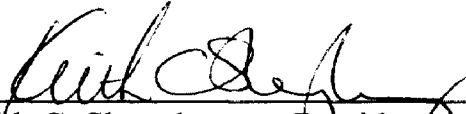
SUBSCRIBED AND SWORN to before me on this 9 day of October, 2002, appeared Thomas X. Fritsch, the person who signed this instrument, who acknowledged that he is the Secretary of Pengo Manufacturing, L.L.C. and that being duly authorized he signed such instrument as a free act on behalf of Pengo Manufacturing, L.L.C.

Susan C. Lyons  
Notary Public  
My Commission Expires: \_\_\_\_\_

SUSAN C. LYONS  
Notary public, State of New York  
01LY-4947378  
Qualified in New York County  
Commission Expires February 21, 2003

The foregoing assignment of said trademarks, registrations and applications thereof and associated goodwill by Pengo Manufacturing, L.L.C. to Pengo Acquisition Corp. is hereby accepted as of the 11<sup>th</sup> day of October, 2002.

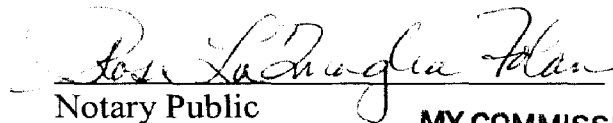
**PENGO ACQUISITION CORP.**  
"Assignee"

By:   
Keith C. Shaughnessy, President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF ESSEX

SUBSCRIBED AND SWORN to before me on this 11<sup>th</sup> day of October, 2002, appeared Keith C. Shaughnessy, the person who signed this instrument, who acknowledged that he is the President of Pengo Acquisition Corp. and that being duly authorized he signed such instrument as a free act on behalf of Pengo Acquisition Corp.





Notary Public


My Commission Expires: **MY COMMISSION EXPIRES**  
JUNE 10, 2005

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SCHEDULE A


Trademarks Owned by Pengo Manufacturing, L.L.C.  
(formerly known as Pengo Corporation)


Mark	Reg./Ser. No.	Status	Goods	Owner
TRI FLOW 	2,057,297 U.S.	Registered	Intl. Class 7 U.S. Class 13, 19, 21, 23, 31, 34, 35 Power-operated excavation equipment, namely, bits.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
AGGRESSOR	2,063,111 U.S.	Registered	Intl. Class 7 U.S. Class 13, 19, 21, 23, 31, 34, 35 Powered-operated equipment, namely, augers.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
RIDGE BREAKER (and design) 	2,141,866 U.S.	Registered	Intl. Class 7 U.S. Class 13, 19, 21, 23, 31, 34, 35 Power-operated excavation equipment, namely, an auger tooth.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
ROCK RIPPER	1,865,171 U.S.	Registered; Section 8 & 15 - Accepted and Acknowledged; Intent to Use - Application	Intl. Class 7 U.S. Class 23 Augers for telephone pole drilling and excavating equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110

Mark	Reg./Ser. No.	Status	Goods	Owner
RIBD-RUBR- LOK	1,820,996 U.S.	Registered; Section 8 & 15 - Accepted and Acknowledged; Intent to Use - Application	Intl. Class 7 U.S. Class 23 Retainers for teeth for earth digging machines.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
ROCK RIPPER (and design)  <b><u>ROCK RIPPER</u></b>	1,865,169 U.S.	Registered; Section 8 & 15 - Accepted and Acknowledged; Intent to Use - Application	Intl. Class 7 U.S. Class 23 Augers for telephone pole drilling and excavating equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
TUF-GO	1,759,491 U.S.	Registered; Section 8 - Accepted	Intl. Class 7 U.S. Class 23 Digger teeth for use on or in connection with earth-working equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
BIDENT	899,176 U.S.	Expired	Intl. Class 7 U.S. Class 23 Teeth for earth- digging equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110

Mark	Reg./Ser. No.	Status	Goods	Owner
PENGO (and design) 	936,981 U.S.	Renewed	Intl. Class 7, 12 U.S. Class 19, 23 Trailer type reel carriers and pole and transformer chariots, earth augers and parts thereof, boring heads, teeth for earth-digging equipment, hand-type hammers, cable pullers, reel winders, wire stringers, traveller sheaves, pulling eyes, marine winches, reel stands, and life support systems comprising underwater exploration chambers, winches for raising and lowering such chambers, and wires, cables, hoses and tubes for supplying air, power and telephone communications to such chambers.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
RUBBER LOCK	817,354 U.S.	Renewed	Intl. Class 7 U.S. Class 23 Retainers for teeth for earth-digging equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110



Mark	Reg./Ser. No.	Status	Goods	Owner
RUBR-LOK	816,957 U.S.	Renewed	Intl. Class 7 U.S. Class 23 Retainers for teeth for earth-digging equipment.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
PENGO (stylized letters)  <b>PENGO</b>	678,840 U.S.	Renewed	Intl. Class 7 U.S. Class 23 Earth augers and parts thereof, boring heads, teeth for earth-digging equipment, traveller sheaves, drill heads, pulling eyes, hammers, cable pullers, reel winders, and wire stringers.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
DRIVLUG	722,821 U.S.	Cancelled	Intl. Class 7 U.S. Class 23 Drive Coupling or connection between earth-boring augers and the pilot bit therefor.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110
PENGO SERVICE FROM POLE TO POLE (and design)  	678,841	Expired	Intl. Class 7 U.S. Class 23 Earth augers and parts thereof, boring heads, teeth for earth-digging equipment, traveller sheaves, drill heads, pulling eyes, hammers, cable pullers, reel winders, and wire stringers.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110

Mark	Reg./Ser. No.	Status	Goods	Owner
PENGO SERVICE FROM POLE TO POLE (and design) 	678,791	Expired	Intl. Class 12 U.S. Class 19 Trailer type reel carriers and pole and transformer chariots.	Pengo Manufacturing, L.L.C. -Delaware limited liability company -101 E. Main Street, Suite 310, McMinnville, TN 37110