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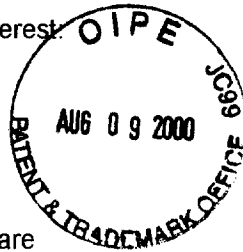
101480911

1 Trademarks
copy thereof:

1. Name of Party(ies) conveying an Interest:

General Signal Corporation

- Entity: Individual(s)
- General Partnership
- Corporation-State: Delaware
- Merger
- Other: _____



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

GS Development Corporation
700 Terrace Point Drive
Muskegon, MI 49443-3301

- Entity: Individual(s)
- General Partnership
- Corporation-State: Delaware
- Association
- Merger
- Other: _____

If not domiciled in U.S., a domestic representative designation is attached:

- Yes
- No

3. Interest Conveyed:

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

4. Application No. or Registration No. Additional sheet attached? Yes No

A. Trademark Application No.(s):

75-811,454; and 75-804,851.

B. Trademark Registration No.(s):

777,697; 1,886,582; 777,698; 869,923; 1,783,298; 1,896,868; 875,636; 1,255,163; 1,996,959; 681,076; 1,767,964; 1,275,884; 1,118,165; 1,263,995; 682,153; 227,991; 699,396; 1,147,586; 1,445,987; 1,286,858; 1,215,493; 1,189,130; 768,031; 1,117,628; 1,861,347; 1,345,629; 1,777,019; 1,678,982; 2,144,938; 2,024,652; 2,091,816; 1,252,190; 850,555; 850,576; 852,309; 1,271,604; 306,069; 1,780,044; 520,863; 766,674; 1,001,265; 952,628; 1,228,306; 370,173; 860,991; 558,500; 2,033,593; 1,569,247; 1,841,250; 1,164,611; 1,428,256; 1,204,337; 1,139,398; and 2,149,101.

5. Name and Address of Party to Whom Correspondence concerning document should be mailed:

John H. Weber
PEPPER HAMILTON LLP
Hamilton Square
600 Fourteenth Street, N.W.
Washington, DC 20005-2004

6. Number of applications and registrations involved:

56

7. Amount of Fee Enclosed or Authorized to be Charged:

\$1415.00

8. The Commissioner is hereby authorized to charge any deficiency in payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0436.

10/05/2000 MTHAI1 00000313 500436 75811454

DO NOT USE THIS SPACE

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02 FC:482 1375.00 CH

9. Date of Execution of attached Document: July 31, 2000

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

8.7.00
Date

John H. Weber

ASSIGNMENT

WHEREAS, General Signal Corporation, a corporation duly organized and existing under the laws of the state of Delaware, located at 700 Terrace Point Drive, Muskegon, Michigan 49443 (hereinafter "Assignor"), is the owner of the following trademarks and United States Patent and Trademark Office registrations therefor and/or applications to register same:

DEZURIK Reg. No. 777,697; ACCUTRAX Reg. No. 1,886,582; DEZ Reg. No. 777,698; PERMASEAL Reg. No. 869,923; POWERRAC Reg. No. 1,783,298; DIGITLINE Reg. No. 1,896,868; DRY-PAK Reg. No. 875,636; G-V Reg. No. 1,255,163; THE QUIET ONE! Reg. No. 1,996,959; RED LINE Reg. No. 681,076; THERMULATOR Reg. No. 1,767,964; WARREN Reg. No. 1,275,884; LIGHTNIN Reg. No. 1,118,165; LIGHTNIN Reg. No. 1,263,995; LIGHTNIN Reg. No. 682,153; LIGHTNIN Reg. No. 227,991; LIGHTNIN Reg. No. 699,396; LIGHTNIN Reg. No. 1,147,586; LIGHTNIN Reg. No. 1,445,987; ADJUST-A-MIX Reg. No. 1,286,858; CBM Reg. No. 1,215,493; INLINER Reg. No. 1,189,130; LINE BLENDER Reg. No. 768,031; LTS Reg. No. 1,117,628; MAGMIXER Reg. No. 1,861,347; MIXCO Reg. No. 1,345,629; ULTRAMIX Reg. No. 1,777,019; VEKTOR Reg. No. 1,678,982; ACCUCHECK Reg. No. 2,144,938; ACCUFLEX Reg. No. 2,024,652; ACCUROLL Reg. No. 2,091,816; ACCUTEL Reg. No. 1,252,190; BIF Reg. No. 850,555; BIF Reg. No. 850,576; BIF Reg. No. 852,309; BRITE BIF REMOTE INTELLIGENT TELEMETRY Reg. No. 1,271,604; CHRONOFLO Reg. No. 306,069; COALLECTOR Reg. No. 1,780,044; CONICAL Reg. No. 520,863; OMEGA Reg. No. 766,674; POLYPAK 1,001,265; PURIFAX Reg. No. 952,628; SBF Reg. No. 1,228,306; SECO Reg. No. 370,173; SECOAL Reg. No. 860,991; SHUNTFLO Reg. No. 558,500; STOCK Reg. No. 2,033,593; STOCK Reg. No. 1,569,247; STOCK 196 Reg. No. 1,841,250; UNIVERSAL VENTURI TUBE Reg. No. 2,149,101; THE GAS PASSER reg. no. 1,164,611; WAVESTAR reg. no. 1,428,256; CPV reg. no. 1,204,337; FLOWING reg. no. 1,139,398; UVT Appln No. 75-804,851; and DIELECTRIC Appln No. 75-811,454.

(hereinafter referred to collectively as "Assignor's Marks"); and

WHEREAS, GS Development Corporation, a corporation duly organized and existing under the laws of the state of Delaware, located at 700 Terrace Point Drive, Muskegon, Michigan 49443 (hereinafter "Assignee") is desirous of acquiring Assignor's Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, set over and transfer to Assignee, the entire right, title and interest in and to Assignor's Marks, and any and all United States Patent and Trademark Office registrations therefor and/or applications to register same as set forth herein, together with the whole of the goodwill of the business pertaining thereto, the same and the rights of the Assignor to be held and enjoyed by Assignee for its own use and enjoyment, and for the use

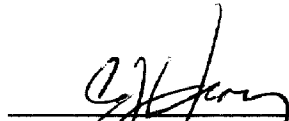
and enjoyment of its successors, assigns or other legal representatives, at common law and/or to the end of the term or terms for which registration of the Assignor's Marks may be granted or renewed, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all claims for damages by reason of past infringement of the Assignor's Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns or other legal representatives.

IN TESTIMONY WHEREOF, Assignor has caused it's name to be signed below, this

31st day of July, 2000.

GENERAL SIGNAL CORPORATION

Signature:



Name:

Christopher J. Kearney
(printed or typewritten)

Title:

Vice President