

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mechanics Custom Tools Corporation		08/10/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	NMTC, Inc.		
Doing Business As:	DBA MATCO TOOLS		
Street Address:	4403 Allen Road		
City:	Stow		
State/Country:	OHIO		
Postal Code:	44224		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2809904	MATCO TOOLS	
Registration Number:	1147518		
Registration Number:	1115963	MATCO	
Registration Number:	1101947	MATCO	
CORRESPONDENCE DATA			
Fax Number:	(614)621-0010		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	IPDocket@calfee.com		
Correspondent Name:	Joan Drew		
Address Line 1:	21 East State Street		
Address Line 2:	1100 Fifth Third Center		
Address Line 4:	Columbus, OHIO 43215		
ATTORNEY DOCKET NUMBER:	21970/03905		

CH \$115.00 2809904

NAME OF SUBMITTER:	Joan N. Drew
Signature:	/joan n. drew/
Date:	10/05/2006
Total Attachments: 2 source=jnd0596#page1.tif source=jnd0596#page2.tif	


ASSIGNMENT OF MARKS

WHEREAS, **MECHANICS CUSTOM TOOLS CORPORATION**, a Delaware corporation with offices at 16 West Main Street, Christiana, Delaware 19702 (“**Assignor**”), has adopted, used and/or is using in commerce certain marks listed on the attached documents, in the United States and/or elsewhere (collectively, the “**Marks**”), and is the owner of the applications for registration for one or more of the Marks.

WHEREAS, **NMTC, INC. d/b/a MATCO TOOLS**, a Delaware corporation with offices at 4403 Allen Road, Stow, Ohio 44224 (“**Assignee**”), is desirous of acquiring all right, title and interest in and to the Marks, applications for registration of the Marks, and the goodwill associated with the Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, effective as of June 30, 2003, all worldwide right, title and interest in and to (i) the Marks listed on the attached documents, (ii) the applications for registration of the Marks listed on the attached documents, (iii) all income, royalties, damages and payments now or hereafter due or payable with respect to the Marks, (iv) all rights of action arising from the Marks, including all claims for damages by reason of past, present and future infringement of the Marks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and (v) the goodwill of the business symbolized by the Marks.

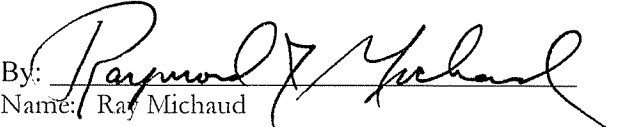
Dated: 8/7, 2006.

MECHANICS CUSTOM TOOLS CORPORATION
By: 
Name: James H. Ditkoff
Title: President of Mechanics Custom Tools Corp.

ACKNOWLEDGEMENT

NMTC, INC. d/b/a MATCO TOOLS (“**Assignee**”) hereby acknowledges the assignment to it of the Marks and applications for registration identified on the attached document, and the goodwill attached to the Marks.

EXECUTED at Stow, OHIO, this 10 day of AUGUST, 2006.

NMTC, INC. d/b/a MATCO TOOLS
By: 
Name: Ray Michaud
Title: Treasurer of NMTC, Inc.

MECHANICS CUSTOM TOOLS CORPORATION U.S. TRADEMARKS

CLIENT NUMBER	MARK	SERIAL NUMBER	REGISTRATION NUMBER
2197000122		73/688,669	1,522,982
2197000123	MDBS	73/738,022	1,588,274
2197000124	MATCO	73/180,099	1,115,963
2197000125	MATCO	73/134,948	1,101,947
2197000127		73/180,098	1,147,518
2197000142	MATCO DISTRIBUTOR BUSINESS SYSTEM	73/794,576	1,637,905
2197000171	MATCO CLASSICS	75/868,251	2,477,440
2197000248	MATCOTHANE	74/500,099	2,004,700
2197004023	BEST BUILT BOXES...	75/468,525	2,633,413
2197004034	TOP TORQUE	75/554,560	2,491,702
2197004037	OPTI-TORQUE	75/923,660	2,494,043
2197004038	COUNTER TORQUE	75/923,661	2,535,609
2197004039	PRO SWING	75/923,659	2,494,042
2197004044	DETERMINATOR SERIES	75/867,498	2,565,841
2197004045	DETERMINATOR SCAN SYSTEM	75/861,806	2,480,825
2197004047	SPECIAL FORCES	75/867,497	2,390,062
2197004053	PROFILE PLUS	76/186,788	2,568,431
2197004055	TEAM SCREAM	76/119,882	2,737,554
2197004103		76/435,857	2,809,904
2197004106	OPTI-TORQUE PRO	76/441,069	2,812,316
2197004155	NEXT GENERATION	78/319,876	2,979,445
2197004158	UNIPRO	78/319,869	3,030,237
2197004162	SILVER EAGLE	78/332,798	3,036,609
2197004168	TOP TECH	78/454,737	3,074,647