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To the Honorable Commissioner of Patent

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1 Name of conveying party(ies):
ERP Franchise Systems, Inc.
 JUL 17 1998
 Additional name(s) of conveying party(ies) attached? Yes No

2 Name and address of receiving party(ies):
 Name: **CTM Holding Corp.**
 Internal Address: _____
 Street Address: **3838 East Van Buren**
 City: **Phoenix** State: **AZ** ZIP: **85008**
 Additional name(s) & address(es) attached? Yes No

3 Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
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 Execution Date: **3/18/98**

4 Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is _____
 A Patent Application No.(s) _____
 B. Patent No.(s)
5,230,799
 Additional numbers attached? Yes No

5 Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Jennifer A. Albert (Reg. No. 32,012)**
 Internal Address: **Arent Fox Kintner Plotkin & Kahn, PLLC**
 Street Address: **1050 Connecticut Ave., N.W.**
 City: **Washington** State: **DC** ZIP: **20036**

6 Total number of applications and patents involved: **1**
 7 Total fee (37 CFR 3.41) \$ **40.00**
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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 A. Albert (Reg. No. 32,012) **Jennifer A. Albert** **7/17/98**
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet: **1**

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ASSIGNMENT

WHEREAS, ERA Franchise Systems, Inc, a Delaware corporation (hereinafter "assignor"), is the sole and exclusive owner, by assignment, of the United States Patent No. 5,230,799 issued July 27, 1993, entitled "Filter Frame", and the inventions described therein; and

WHEREAS, CTM Holding Corporation, a corporation of the State of Delaware (hereinafter "assignee"), is desirous of acquiring the right, title and interest in, to and under said Patent and the inventions covered thereby;

NOW, THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) to be paid by assignee and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assignor has sold, assigned, and transferred, and does hereby sell, assign, and transfer the entire right, title and interest in and to the above-mentioned inventions, Letters Patent, and any and all applications for Letters Patent in the United States of America and in all foreign countries and in all Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and in and to any and all divisions, continuations, continuations-in-part of said patent, or reissues or extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the said assignees, for their own use and the use of their successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents, may be granted, as fully and entirely as the same would have been held and enjoyed by the assignors, had this sale and assignment not been made.

AND for the same consideration, the said assignor hereby covenants and agrees to and with the assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the said assignor is the sole and lawful owner of the entire right, title and interest in and to the said inventions and the Letters Patent above-mentioned, and that the same are unencumbered and that the said assignor has good and full right and lawful authority to sell and convey the same in the manner herein set forth, and that it has not executed, and will not execute, any agreements inconsistent herewith.

IN TESTIMONY WHEREOF, I/WE have hereunto set our hands.

County of Morris)
) ss
State of New Jersey)

ERA Franchise Systems, Inc.
By Paul M. McNicol
[Name] Paul M. McNicol

BETH NUSSBAUM
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 23, 2002
Subscribed and sworn to before me this
18th day of March, 19 98.

[Title] Senior Vice President

Beth Nussbaum
Notary Public

PATENT