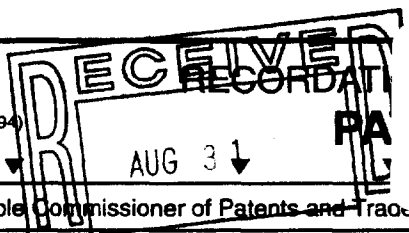
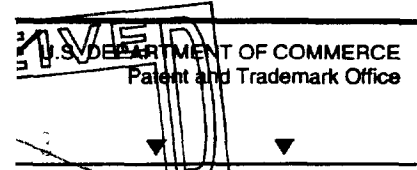


09-14-1998



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To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Patent and Trademark Office, Washington, D.C. 20231. Original documents or copy thereof.

1. Name of conveying party(ies):

Gregory G. Hughes

*MRD
8/31/98*

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Modine Manufacturing Company

Internal Address: _____

Street Address: 1500 DeKoven Avenue

City: Racine State: WI ZIP: 53403

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 12, 1998

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)

09/007,663

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: William A. VanSanten

Internal Address: _____

Wood, Phillips, VanSanten, Clark
& Mortimer

Street Address: 500 West Madison Street
Suite 3800

City: Chicago State: IL ZIP: 60661

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account *E*

8. Deposit account number:
23-0785

(Attach duplicate copy of this page if paying by deposit account)

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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.

Nora T. Wesley

Name of Person Signing

Nora T. Wesley

Signature

08-31-98

Date

655.00718

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

ASSIGNMENT

Serial No. 09/007,663

Filed 01-15-98

In consideration of One Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned inventor, or each inventor if more than one, hereby assigns to _____

MODINE MANUFACTURING COMPANY

its successors and assigns (hereinafter called "said assignee"), the entire right, title and interest in the invention or improvements of the undersigned disclosed in an application for Letters Patent of the United States, entitled, _____

LIQUID COOLED, TWO PHASE HEAT EXCHANGER

executed by the undersigned on the 12th day of Jan., 1998, and in said application and any and all other applications for United States Letters Patent, which the undersigned may file, either solely or jointly with others, on said invention or improvements, and in any and all Letters Patent of the United States which may be obtained on any of said applications, and in any reissue or extension thereof.

The undersigned hereby authorizes and requests the Commissioner of Patents to issue said Patent to said assignee.

The undersigned hereby authorizes and requests the attorneys of record in said application to insert in this assignment the date and serial number of said application.

For said consideration, the undersigned hereby agrees, upon the request and at the expense of said assignee, to execute any divisional, continuation or substitute application for said invention or improvements, and any oath, declaration or affidavit relating thereto, and any application for the reissue or extension of any Letters Patent that may be granted upon said application, and, in the event of any application or Letters Patent assigned herein becoming involved in Interference, to cooperate to the best of the ability of the undersigned in the matters of preparing and executing the preliminary statement and giving and producing evidence in support thereof. The undersigned agrees to perform, upon request, any affirmative acts to obtain said Letters Patent of the United States and vest in said assignee all rights therein, whereby said Letters Patent will be held and enjoyed by said assignee, to the full end of the term for which said Letters Patent may be granted as fully and entirely as the same should have been held and enjoyed by the undersigned if this assignment had not been made.

And for said consideration, the undersigned hereby assigns to said assignee the entire right, title and interest in said invention or improvements for all foreign countries, including all priority rights under

the International Convention, and agrees to execute, at the request of said assignee, all documents in connection with any application for foreign letters patent therefor.

Gregory G. Hughes
Gregory G. Hughes

1-12, 1998

STATE OF WISCONSIN

COUNTY OF RACINE

Before me, a Notary Public in and for the County and State aforesaid, appeared _____
GREGORY G. HUGHES

to me personally known to be the signer, or signers, of the foregoing instrument, and acknowledged execution of said instrument as a free and voluntary act for the uses and purposes therein expressed.

Ronna K. Guerrero
Notary Public
Comm. Expires 11-22-98

WOOD, PHILLIPS, VanSANTEN, CLARK & MORTIMER
500 West Madison Street, Suite 3800
Chicago, Illinois 60661-2511