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To the Honorable Commissioner of Patents and Trademarks **101954758**

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Stephen Memory
Gregory Hughes
L. Winston Zhang

1/10/02

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 Ave.

City: Racine State: WI ZIP: 53403-2552

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 2, 2001

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)
09/778,310

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Wm. 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: **1**

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

Enclosed

Authorized to be charged to deposit account

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
655.00875

Nora T. Wesley
Signature

11-13-2001
Date

Total number of pages including cover sheet, attachments, and document: **5**

C. James Rogers

Craig Grohman

Edward Robinson

Richard Mielke

Jonathan P. Wattleit

Lawrence Gabbey

Richard J. Trapp

ASSIGNMENT

Serial No. 09/778,310

Filed 02-07-2001

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, HEAT EXCHANGER

executed by the undersigned on the 2nd day of February, 2001, 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.

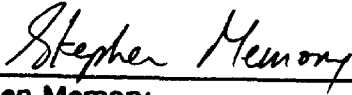
The undersigned hereby authorizes and requests the Assistant Commissioner for Patents to issue said Patent to said assignee.

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.

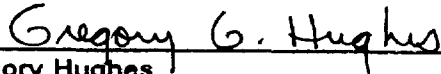
For said consideration, the undersigned hereby agrees, upon the request and at the expense of said assignee, to execute any divisional, continuation or substitute application for said invention or improvements, and any oath, declaration or affidavit relating thereto, and any application for the reissue 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

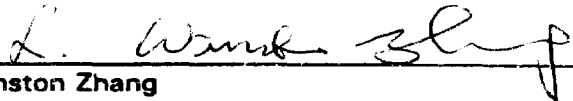
the International Convention, and agrees to execute, at the request of said assignee, all documents in connection with any application for foreign letters patent therefor.



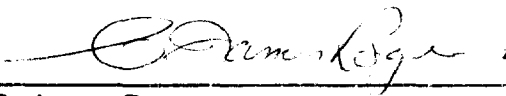
Stephen Memory



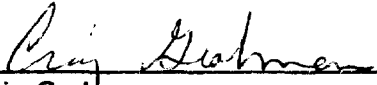
Gregory Hughes




Winston Zhang



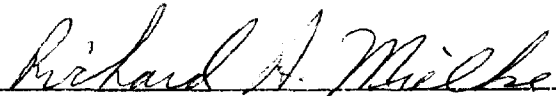
C. James Rogers



Craig Grobman



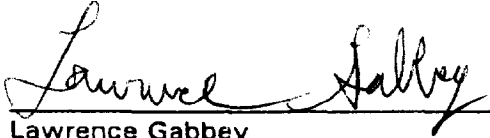
Edward Robinson



Richard Mielke



Jonathan P. Wattleit



Lawrence Gabbey

Richard J. Trapp
Richard J. Trapp

February 2, 2001

STATE OF Wisconsin

COUNTY OF Racine

Before me, a Notary Public in and for the County and State aforesaid, appeared _____
Stephen Memory, Gregory Hughes, L. Winston Zhang, C. James Rogers, Craig Grohman,
Edward Robinson, Richard A. Mielke, Jonathan P. Wattlelet, Lawrence Gabbey, and
Richard J. Trapp

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.

Denise K. Guerrero
Notary Public
Commission Expires: 11/17/2002

WOOD, PHILLIPS, VanSANTEN, CLARK & MORTIMER
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Chicago, Illinois 60661-2511