

07-24-2002



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07/23/2002 09:01:51 00000158 29135223
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PATENT
REEL: 013101 FRAME: 0541

Correspondent Name and Address

Area Code and Telephone Number **(919) 286-8000**

Name **Steven D. Thomas**

Address (line 1) **Moore & Van Allen PLLC**

Address (line 2) **2200 West Main Street**

Address (line 3) **Suite 800**

Address (line 4) **Durham, North Carolina 27705**

Pages Enter the total number of pages of the attached conveyance document including any attachments. # **4**

Application Number(s) or Patent Number(s) Mark if additional numbers attached
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Patent Application Number(s)

Patent Number(s)

29/135223

5946929

6212902

5729996

5277035

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

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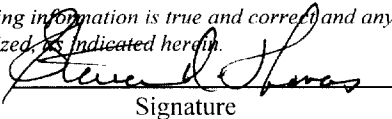
Authorization to charge additional fees: Yes No

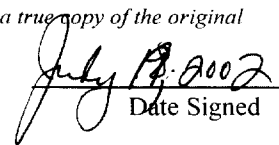
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United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 29, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Senior Creditor Agent (the "Senior Creditor Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the patents and patent applications shown below to the Senior Creditor Agent for the benefit of the Secured Parties:

PATENTS

<u>Patent No.</u>	Description of Patent <u>Item</u>	Date of <u>Patent</u>
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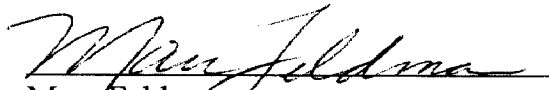
PATENT APPLICATIONS

<u>Patent Applications No.</u>	Description of Patent <u>Applied For</u>	Date of Patent <u>Applications</u>
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The Obligors and the Senior Creditor Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing patents and patent applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

Very truly yours,

NORCOLD, INC.

By: 
Name: Marc Feldman
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Senior Creditor Agent

By: _____
Name: _____
Title: _____

The Obligors and the Senior Creditor Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing patents and patent applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

Very truly yours,

NORCOLD, INC.

By: _____

Name: Marc Feldman

Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Senior Creditor Agent

By: _____

Name: **STEVE A. ARONOWITZ**

Title: **MANAGING DIRECTOR**

Norcold Inc.

U.S. Patents

Issued Patents

Description	Patent No.	Issued
RV REFRIGERATOR WITH COMBUSTION SEAL AND HEAT DEFLECTOR	5946929	9/7/90
VENTED DRP TRAY FOR GAS ABSORPTION REFRIGERATORS	5729996	3/24/98
MULTI-COMPARTMENT REFRIGERATOR WITH SYSTEM FOR MINIMIZING CONDENSATION	5277035	1/11/94
GAS ABSORPTION COOLING SYSTEM	6212902	4/10/01

Pending Application

Description	Appl. No.	Filed
REFRIGERATORS	29/135223	1/8/01