

08-23-2001



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Form PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assign.
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party(ies)

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account of if additional fees can be charged to the account.)

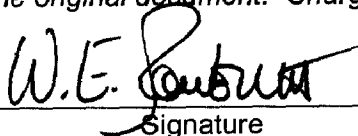
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

William E. Powell III
Name of Person Signing

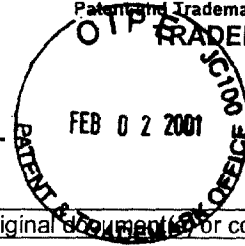

Signature

August 13, 2001
Date Signed

05-14-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

ASSIGNMENT OF TRADEMARK MORTGAGE

This ASSIGNMENT OF TRADEMARK MORTGAGE is made as of this 8 day of September, 2000 between FLEET CAPITAL CORPORATION, a Rhode Island corporation (hereinafter referred to as the "Assignor") and SOUTHERN HEAT HOLDINGS, INC., a Delaware corporation (hereinafter referred to as the "Assignee").

WITNESSETH

WHEREAS, that certain Loan and Security Agreement dated as of December 22, 1998, as amended (the "**Loan Agreement**") was entered into by and among certain financial institutions ("**Lenders**") which are signatories to the Loan Agreement, Southern Heat Exchanger Corporation ("**Borrower**") and Fleet Capital Corporation (individually as a Lender and, in its capacity as agent for such financial institutions, "**Agent**");

WHEREAS, pursuant to the Loan Agreement, Borrower granted Agent a security interest in certain of Borrower's assets, including, without limitation, its trademarks and trademark applications;

WHEREAS, Borrower and Assignor entered into that certain Trademark Mortgage dated as of December 22, 1998 which was recorded in the records of the United States Patent and Trademark Office at Trademark Reel 1837, Frame 0089 (hereinafter referred to as the "Mortgage");

WHEREAS, Assignor desires to assign, and Assignee desires to take by assignment, all of Assignor's rights and obligations in, to and under the Mortgage;

WHEREAS, Assignor and Assignee entered into that certain Assignment and Acceptance Agreement ("**Assignment Agreement**") as of September 8, 2000;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, transfers and assigns to Assignee, and Assignee hereby purchases, assumes and undertakes from Assignor, without recourse and without representation or warranty, except as otherwise expressly provided in the Assignment Agreement, the entire right, title and interest in, to and under the Mortgage.

2. This Agreement may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument.

3. This Agreement shall be governed by and construed in accordance with the laws of the state of Illinois.

ASSIGNOR:

Signed at _____, in the County of _____,

State of _____, this _____ day of _____, 2000.

FLEET CAPITAL CORPORATION

By: John W. Staneschi

Type Name: John W. Staneschi

Title: V.P.

STATE OF ILLINOIS
COUNTY OF COOK)SS.

On this 29th day of SEPTEMBER, 2000 personally before me came JOHN STANESCHI, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)

Notary Seal
STEPHANIE HEWELL
NOTARY PUBLIC, STATE OF ILLINOIS

Stephanie Hewell
Notary Public

SEP 07 2000 16:00 FR DSMO SC

TO 3258#068800#0550 P.04

SEP 07 2000 2:24 PM FR GOLDBERG

TO *248*2759099*120 P.04/04

ASSIGNEE:

Signed at _____, in the County of _____
State of _____, this _____ day of _____, 2000.

SOUTHERN HEAT HOLDINGS, INC.

By: Michael Santoni

Type Name: Michael Santoni

Title: Asst. Sec.

STATE OF Illinois
COUNTY OF DuPage ^{SS.}

On this 7 day of Sept., 2000 personally before me came Michael Santoni, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that he executed the same.

(SEAL)

Judy McCosky
Notary Public

