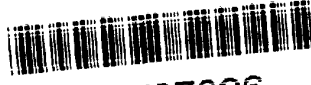


MRO 6898

RECORDED 06-12-1998

Tab settings To the Honorable Commissioner of Patents



100737826

Attached original documents or copies thereof

1. Name of conveying party(ies):

Watsco Components, Inc.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State Florida
Other

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

2. Name and address of receiving party(ies)

International Comfort
Name: Products Corporation
Internal Address: Suite 200
Street Address: 501 Corporate Centre Drive
City: Franklin State: TN ZIP: 37067

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Canadian Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Designations must be a separate document from assignment
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: May 29, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

2,048,266

Additional numbers attached? Yes No

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

Name: Robert P. Felber, Jr.
Internal Address: Tuke Yopp & Sweeney, PLC
Suite 1100
Street Address: 414 Union Street
City: Nashville State: TN ZIP: 37219

6. Total number of applications and registrations involved:

1

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

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

00.00 0P
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Robert P. Felber, Jr.
Name of Person Signing

Signature

June 8, 1998
Date

Total number of pages including cover sheet, attachments, and document: 4

06/11/98 J. HARRIS 2048266 01 FC:81

**ASSIGNMENT OF TRADEMARK,
TRADEMARK REGISTRATION AND ACCOMPANYING GOODWILL**

In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WATSCO COMPONENTS, INC., a Florida corporation with its principal business address at 1800 West 4th Avenue, Hialeah, Florida 33010 (the "Assignor"), does hereby sell, assign, transfer and set over to INTERNATIONAL COMFORT PRODUCTS CORPORATION, a Canadian corporation with its principal business address at 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee 37067 (the "Assignee"), all of Assignor's worldwide rights, title and interest in and to the MICRO-FLASH trademark (the "Mark"), the registration therefor in the United States Patent and Trademark Office as follows:

Mark:	MICRO-FLASH
Registrant:	Watsco Components, Inc.
U.S. Registration No.:	2,048,266
Registration Date:	03/25/97

and all rights and registrations therein and therefor in any other country or locality worldwide, together with the goodwill of the business in connection with which the Mark is used and which is symbolized by the Mark and the right to recover damages and profits for past, present or future infringements or unauthorized use thereof, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made. This assignment is executed in connection with the transactions contemplated by that certain Asset Acquisition Agreement by and among Assignor, Watsco, Inc., P.E./Del Mar, Inc., Assignee and International Comfort Products Corporation, dated as of May 29, 1998.

Assignor agrees to execute and deliver at the request and expense of Assignee, any papers, instruments and assignments reasonably necessary to vest in Assignee all of Assignor's right, title and interest in and to the Mark and the registration therefor and/or to provide evidence to support such assignment in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

ASSIGNOR:

WATSCO COMPONENTS, INC.

By: [Signature]
Barry S. Logan

Title: Vice President

Date: 5/29/98

ASSIGNEE:

INTERNATIONAL COMFORT PRODUCTS CORPORATION

By: [Signature]

Title: Senior Vice President

Date: 5/29/98

STATE OF FLORIDA)
)
DADE COUNTY)

Before me, Mary R. Weber, a Notary Public of said County and State, personally appeared Barry S. Logan, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of Watsco Components, Inc., the within named Assignor, a corporation, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as Vice President.

Witness my hand and seal, at office in DADE County, this 29 day of May, 1998.

[Signature]
Notary Public

My Commission Expires: _____

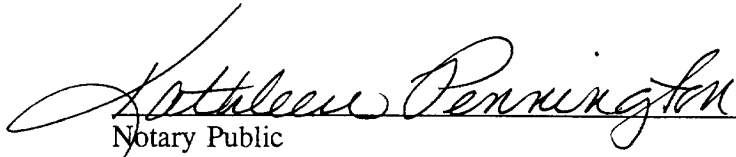
OFFICIAL NOTARY SEAL
MARY R WEBER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC437585
MY COMMISSION EXP. FEB. 7, 1999

STATE OF TENNESSEE)

)
COUNTY OF DAVIDSON)

Before me, KATHLEEN PENNINGTON, a Notary Public of said County and State, personally appeared DAVID P. CAIN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be SENIOR VICE PRESIDENT (or other officer authorized to execute the instrument) of International Comfort Products Corporation, the within named Assignee, a corporation, and that he, as such SENIOR VICE PRESIDENT, executed the foregoing instrument for the purposes therein contained, by signing on behalf of the corporation by himself as SENIOR VICE PRESIDENT.

Witness my hand and seal, at office in NASHVILLE ~~STATE~~ (KP), this 24th day of May, 1998.


Notary Public

My Commission Expires: 9/23/00