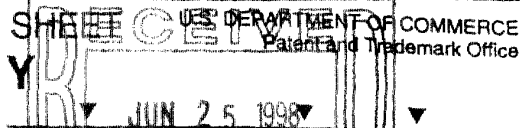


RE 06-29-1998



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To the Honorable Commissioner of F

100749110

attached original documents or copy thereof.

MARU 6-25-98

1. Name of conveying party(ies):

United States Trust Company of New York

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Termination, Assignment and Release of
- Merger
- Change of Name

Security Interests in Intellectual Property Collateral  
Execution Date: June 12, 1998

2. Name and address of receiving party(ies)

International Comfort

Name: Products Corporation (USA)

Internal Address: Suite 200

Street Address: 501 Corporate Centre Drive

City: Franklin State: TN ZIP: 37061

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

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

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

A. Trademark Application No.(s)

See Exhibit "A" attached

B. Trademark Registration No.(s)

See Exhibit "B" attached

Additional numbers attached?  Yes  No

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

Name: Gary M. Brown

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: 35

7. Total fee (37 CFR 3.41).....\$ 890.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

~~6/26/1998 INQUIRY 00000136 74303113~~

DO NOT USE THIS SPACE

~~Q1 FC:481  
Q2 FC:482~~

~~40.00 DP  
850.00 DP~~

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.

Gary M. Brown  
Name of Person Signing

Signature

June 23, 1998  
Date

Total number of pages including cover sheet, attachments, and document: 38

EXHIBIT "A"  
TO  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

A. Trademark Application No.(s)

74/303,113  
74/251,707  
74/303,114  
74/303,110  
74/303,091  
74/303,060  
74/303,068  
74/303,095

EXHIBIT "B"  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

4. Application number(s) or registration number(s)

B. Trademark Registration No.(s)

1,456,415  
1,549,046  
1,521,671  
624,058  
1,173,055  
766,381  
1,208,099  
1,144,065  
1,713,429  
924,703  
678,440  
1,155,475  
1,141,252  
1,557,412  
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1,159,051  
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1,465,334  
1,483,279  
1,159,054  
1,550,071  
1,594,083  
1,701,090

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
Herbert, Richard M.	733,081 05/29/1968	3,476,411 11/04/1969	Coupling
Anderson, Richard M.	129,762 03/31/1971	3,691,786 09/19/1972	Air Conditioning Apparatus with Refrigerant Super Cooler
Ramsey, Robert W.	133,276 04/12/1971	3,735,602 05/29/1973	Air Conditioner Condensing System Control
Ramsey, Robert W.	323,436 01/15/1973	3,817,451 06/18/1974	Air Conditioner Condensing System Control
Northrup, Leonard L.	349,253 04/09/1973	3,852,695 12/03/1974	ELECTRICAL SWITCHING SYSTEM
Northrup, Leonard L.	351,486 04/16/1973	3,912,903 10/14/1975	ELECTRICAL HEATING DEVICE FOR AIR DUCT
Hafner, Robert O.	362,388 05/21/1973	3,831,392 08/27/1974	Air Conditioner with Air Flow Sensor
Wiese, John M.	420,756 11/30/1973	3,908,629 09/30/1975	HOT AIR FURNACE WITH IMPROVED HEAT EXCHANGER CONSTRUCTION
Anderson, Richard M.	430,181 01/02/1974	3,875,755 04/08/1975	Method of Charging A Refrigeration System and Apparatus Therefor

ICP0264

ICP0266

ICP0265

TRADEMARK

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
ICP0267	Wiese, John M. 495,990 08/09/1974	3,940,837 03/02/1976	HOT AIR FURNACE WITH IMPROVED HEAT EXCHANGER CONSTRUCTION
ICP0268	Northrup, Leonard L. 502,647 09/03/1974	3,977,467 08/31/1976	AIR CONDITIONING MODULE
	Anderson, Richard M. 514,413 10/15/1974	3,903,709 09/09/1975	Refrigerant Charging Apparatus
	Anderson, Richard M. 645,281 12/29/1975	4,038,061 07/26/1977	Air Conditioner Control
	Anderson, Richard M. 645,282 12/29/1975	4,034,570 07/12/1977	Air Conditioner Control
	Anderson, Richard M. 645,285 12/29/1975	4,045,973 09/06/1977	Air Conditioner Control
ICP0269	Hansen, Keith A. 807,904 06/20/1977	4,155,699 05/22/1979	HEAT SAVING DEVICE FOR SPACE HEATING FURNACE
ICP0270	Northrup, Lynn L. 856,400 12/01/1977	4,180,985 01/01/1980	AIR CONDITIONING SYSTEM WITH REGENERATABLE DESICCANT BED
	Anderson, Richard M. 921,841 07/03/1978	4,200,117 04/29/1980	Damper Mechanism for Fresh Air Intake

TRADE MARK

REEL: 1745 FRAME: 0532

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
ICP0271	Ecker, Amir L. 45,392 06/04/1979	4,217,765 08/19/1980	HEAT EXCHANGER-ACCUMULATOR
	Anderson, Richard M. 082,594 10/09/1979	4,261,255 04/14/1981	Ventilation Fan
	Tomlinson, Ronald S. 133,981 03/26/1980	4,289,730 09/15/1981	Furnace With Flue Gas Condensate Neutralizer
	Ketterer, Edward A. 134,078 03/26/1980	4,309,947 01/12/1982	Mounting Arrangement for Condensate Neutralizer in a Furnace
ICP0274	Ecker, Amir L. 140,705 04/11/1980	4,308,042 12/29/1981	HEAT PUMP WITH FREEZE-UP PREVENTION
ICP0277	Ecker, Amir L. 140,706 04/16/1980	4,336,692 06/29/1982	DUAL SOURCE HEAT PUMP
ICP0273	Ecker, Amir L. 140,771 04/16/1980	4,307,578 12/29/1981	HEAT EXCHANGER EFFICIENTLY OPERABLE ALTERNATIVELY AS EVAPORATOR OR CONDENSER
ICP0272	Hoeffken, Russell W. 178,338 08/15/1980	4,298,061 11/03/1981	HEAT EXCHANGER WITH CRIMPED FLANGE SEAM
ICP0276	Uselton, Robert B. 204,497 11/06/1980	4,320,630 03/23/1982	HEAT PUMP WATER HEATER

TRADEMARK

REEL: 1745 FRAME: 0533

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
ICP0281	Ecker, Amir L. 229,331 01/29/1981	4,411,307 Abandoned 10/25/1983 04/23/1992	(Subject to Renewal Fees) WOUND TUBE HEAT EXCHANGER
	Beehler, Richard F. 244,159 03/16/1981	4,390,219 Abandoned 06/28/1983 10/10/1990	(Subject to Renewal Fees) Terminal Block and Capacitor Mount for Blower
ICP0283	Hoeffken, Russell W. 272,447 06/11/1981	4,475,585 Abandoned 10/09/1984 04/10/1992	(Subject to Renewal Fees) AIR CONDITIONING AND HEAT PUMP CABINETS WITH REMOVABLE COIL GUARDS
ICP0278	Usselton, Robert B. 275,966 06/22/1981	4,366,677 01/04/1983	(Subject to Renewal Fees) HEAT PUMP WATER HEATER WITH REMOTE STORAGE TANK AND TIMED TEMPERATURE SENSING
ICP0282	Hoeffken, Russell W. 295,041 08/21/1981	4,441,241 04/10/1984	(Subject to Renewal Fees) METHOD OF MANUFACTURING A HEAT EXCHANGER UNIT
ICP0280	Wiese, John M. 301,080 09/11/1981	4,394,111 07/19/1983	(Subject to Renewal Fees) TOP COVER, MOTOR, FAN AND FAN SHROUD ASSEMBLY FOR AN AIR CONDITIONING UNIT
ICP0287	Hoeffken, Russell W. 329,778 12/11/1981	4,547,943 10/22/1985	(Subject to Renewal Fees) METHOD OF MANUFACTURING A HEAT EXCHANGER AND PLATE ASSEMBLY
ICP0279	Ecker, Amir L. 330,005 12/11/1981	4,380,156 04/19/1983	(Subject to Renewal Fees) MULTIPLE SOURCE HEAT PUMP

TRADEMARK

REEL: 1745 FRAME: 0534

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
ICP0275 Ecker, Amir L.	50,548 01/05/1982	4,308,723 01/05/1982	HEAT PUMP EMPLOYING OPTIMAL REFRIGERANT COMPRESSOR FOR LOW PRESSURE RATIO APPLICATIONS
Trent, Bryan A.	338,664 01/11/1982	4,460,329 Abandoned 07/17/1984 07/26/1991	(Subject to Renewal Fees) Power Vent and Control for Furnace
ICP0285 Hoeffken, Russell W.	417,672 09/13/1982	4,510,660 04/16/1985	(Subject to Renewal Fees) METHOD OF MANUFACTURING A TWO-PLATE HEAT EXCHANGER
ICP0284 Trigourea, Spiridon	445,149 11/29/1982	4,501,193 02/26/1985	(Subject to Renewal Fees) MOUNTING CURB FOR MULTIPLE UNIT AIR CONDITIONING SYSTEM
ICP0286 Hoeffken, Russell W.	490,729 05/02/1983	4,538,338 09/03/1985	(Subject to Renewal Fees) METHOD FOR MANUFACTURING A FURNACE HEAT EXCHANGER AND PLATE ASSEMBLY
ICP0288 Hoeffken, Russell W.	490,552 05/02/1983	4,649,894 03/17/1987	(Subject to Renewal Fees) HEAT EXCHANGER AND PLATE ASSEMBLY AND METHOD OF MANUFACTURE
Trent, Bryan O.	529,471 09/06/1983	4,542,734 09/24/1985	(Subject to Renewal Fees) High Efficiency Furnace with Secondary Heat Exchanger

TRADEMARK

REEL: 1745 FRAME: 0535

02/08/93



INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5049 ICP0218	Tomlinson, Ronald S.	553,744 11/17/1983	4,543,892 10/01/1985	(Subject to Renewal Fees) Condensate Handling Means for Condensing Furnace
ICP0290	Trent, Bryan O.	588,723 03/12/1984	4,752,210 06/21/1988	(Subject to Renewal Fees) POWER VENT AND CONTROL FOR FURNACE
II-5283	Hoefken, Russell W.	655,044 09/26/1984	4,718,484 01/12/1988	(Subject to Renewal Fees) HEAT EXCHANGER UNIT
	Tomlinson, Ronald S.	658,204 10/05/1984	4,616,994 10/14/1986	(Subject to Renewal Fees) Gas Burner Means for Reducing Nox Emissions
ICP0289	Tomlinson, Ronald S.	685,711 12/24/1984	4,577,615 03/25/1986	Abandoned (Subject to Renewal Fees) Heat Pipe Central Furnace
	Hoefken, Russell W.	770,628 08/28/1985	4,663,837 05/12/1987	(Subject to Renewal Fees) APPARATUS FOR MANUFACTURING A FURNACE HEAT EXCHANGER AND PLATE ASSEMBLY
II-5329	Obosu, Charles B.	813,863 12/27/1985	4,691,768 09/08/1987	(Subject to Renewal Fees) LANCED FIN CONDENSER FOR CENTRAL AIR CONDITIONER
II-5328	Bigham, Davis I.	831,981 02/21/1986	4,682,579 07/28/1987	(Subject to Renewal Fees) CONDENSATE OVERFLOW CONTROL FOR FURNACES
II-5315	Tomlinson, Ronald S.	863,147 05/14/1986	4,702,225 10/27/1987	Abandoned (Subject to Renewal Fees) CONTROL FOR HEAT PIPE CENTRAL FURNACE

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INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5314	Tomlinson, Ronald S.	922,398 10/23/1986	4,739,746 04/26/1988	(Subject to Renewal Fees) HEAT EXCHANGER FOR FURNACE
II-5555	Bryant, Ralph S.	948,125 12/31/1986	4,727,737Abandoned 03/01/198803/06/1991	(Subject to Renewal Fees) METHOD AND APPARATUS FOR BENDING A HEAT EXCHANGER COIL
II-5556	Beehler, Richard F.	176,868 04/04/1988	4,858,683 08/22/1989	(Subject to Renewal Fees) STAMPED DISCHARGE GRILLE INCLUDING TWO LOUVRED SECTIONS
ICP0293	Mahanay, Herbert S.	205,733 06/13/1988	4,907,420Abandoned 03/13/199002/03/1993	(Subject to Renewal Fees) DUAL WALL EVAPORATOR PAN
II-5558	Beehler, Richard F.	217,402 07/11/1988	Abandoned 01/16/1990	HUB FOR A PLASTIC BLOWER IMPELLER
II-5557	Beehler, Richard F.	217,761 07/11/1988	4,865,517 09/12/1989	(Subject to Renewal Fees) BLOWER WITH CLAM SHELL HOUSING
II-5562	Church, Gordon M.	228,005 08/03/1988	4,850,527 07/25/1989	(Subject to Renewal Fees) CARTON WITH SELF POSITIONING INTERLOCKING CORNERS
ICP0292	Hoefken, Russell W.	239,348 09/01/1988	4,893,390 01/16/1990	(Subject to Renewal Fees) METHOD AND EXPANDER FOR MANUFACTURING A FURNACE HEAT EXCHANGER AND PLATE ASSEMBLY
ICP0291	Schumacher, David B.	247,633 09/22/1988	4,892,045Abandoned 01/09/199002/03/1993	(Subject to Renewal Fees) CONDENSATE DRAIN SYSTEM

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REEL: 1745 FRAME: 0537

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5563 ICP0017	Lynch, Gregory A. 07/278,789 12/02/1988	5,005,365 04/09/1991	(Subject to Renewal Fees) THERMOSTAT SPEED BAR GRAPH FOR VARIABLE SPEED TEMPERATURE CONTROL SYSTEM
II-5564	Lynch, Gregory A. 279,419 12/02/1988	4,942,613 07/17/1990	(Subject to Renewal Fees) SERVICE THERMOSTAT
II-5568 ICP0019	Wilgus, Mitchell L. 07/313,804 02/23/1989	D-322,848 12/31/1991	PACKAGE TERMINAL AIR CONDITIONER
II-5569 ICP0020	Wilgus, Mitchell L. 07/315,029 02/23/1989	D-321,248 10/29/1991	PACKAGE TERMINAL AIR CONDITIONER
II-5561	Brake, George R. 348,796 05/08/1989	Abandoned 03/21/1990	COUNTER FLOW HEAT EXCHANGER
ICP0296	Schumacher, David B. 361,429 06/05/1989	5,024,595 06/18/1991	(Subject to Renewal Fees) FURNACE PROTECTIVE DEVICE
II-5570	Morris, David B. 403,104 09/05/1989	Abandoned 12/14/1990	INDOOR AIR BLOWER ON/OFF DELAY IN ENVIRONMENTAL CONTROL SYSTEM - FWC FILED
II-5559	Tomlinson, Ronald S. 404,182 09/07/1989	Abandoned 10/10/1991	INSHOT GAS BURNER
II-5565	Lynch, Gregory A. 07/461,390 01/05/1990	Abandoned 04/03/1991	BINARY STRIP HEAT CONTROL,
II-5558-Con	Beehler, Richard F. 07/464,561 01/16/1990	4,943,209 07/24/1990	(Subject to Renewal Fees) HUB FOR A PLASTIC BLOWER IMPELLER

TRADE MARK

REEL: 1745 FRAME: 0538

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5560 ICP0002	Tomlinson, Ronald S.	489,461 03/06/1990	4,982,785 01/08/1991	(Subject to Renewal Fees) SERPENTINE HEAT EXCHANGER
II-5579 ICP0005	Bryant, Ralph S.	07/527,530 05/23/1990	5,050,393 09/24/1991	(Subject to Renewal Fees) REFRIGERATION SYSTEM WITH SATURATION SENSOR
II-5581 ICP0077	Wollaber, Bruce A.	07/561,890 08/02/1990	5,060,720 10/29/1991	(Subject to Renewal Fees) METHOD AND APPARATUS FOR COOLING MOTORS OF CROSS FLOW BLOWERS
II-5570-CON ICP0050	Morris, David B.	07/629,061 12/14/1990	Abandoned 06/13/1991	INDOOR AIR BLOWER ON/OFF DELAY IN ENVIRONMENTAL CONTROL SYSTEM - FWC of 07/403,104
II-5566-CIP ICP0161	Wollaber, Bruce A.	07/654,305 02/12/1991	5,152,336 10/06/1992	(Subject to Renewal Fees) AIR CONDITIONER MODULAR UNIT WITH DUAL CROSS FLOW BLOWERS
II-5580 ICP0056	Diesch, Mark A.	07/661,493 02/26/1991	5,094,224 03/10/1992	(Subject to Renewal Fees) ENHANCED TUBULAR HEAT EXCHANGER
II-5582 ICP0101	Schardt, David L.	07/677,234 03/29/1991	5,186,528 02/16/1993	(Subject to Renewal Fees) REMOVABLE ACCESS PANELS FOR ROOFTOP UNIT
II-5579-Div ICP0211	Bryant, Ralph S.	07/704,807 05/23/1991	5,117,645 06/02/1992	(Subject to Renewal Fees) REFRIGERATION SYSTEM WITH SATURATION SENSOR

REEL: 1745 FRAME: 0539

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5583 ICP0084	Lim, Alexander T.	07/712,942 06/10/1991		CONDENSING UNIT USING CROSS-FLOW BLOWER
II-5578 ICP0062	Lynch, Gregory A.	07/784,770 10/30/1991		METHOD AND APPARATUS FOR REDUCING THERMAL STRESS ON HEAT EXCHANGERS
ICP0295	Hoefken, Russell W.	07/790,467 11/12/1991	Abandoned 10/16/1992	COVER AND BASE FOR AIR CONDITIONER OR HEAT PUMP
II-5584 ICP0060	Woodard, Craig B.	07/819,276 01/10/1992		WRAP AROUND BASE RAIL ASSEMBLY FOR ROOFTOP AIR CONDITIONERS
II-5566-CIP ICP0315	Wollaber, Bruce A.	07/887,703 05/22/1992		AIR CONDITIONER MODULAR UNIT WITH DUAL CROSS FLOW BLOWERS
II-5588 ICP0323	DeVos, Richard	07/922,801 07/31/1992		REFRIGERANT FLUID COMPOSITION
II-5587 ICP0215	Harris, James E.	07/934,123 08/21/1992		PULLEY MOUNTING AND BEARING SYSTEM FOR AIR CONDITIONERS WITH DUAL TANGENTIAL BLOWERS
ICP0026	Tomlinson, Ronald S.	07/940,692 09/04/1992		STANDING PILOT FURNACE WITH VENTED VESTIBULE

REEL: 1745 FRAME: 0540

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - U.S. PATENTS AND APPLICATIONS

INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5583-Div ICP0342	Lim, Alexander T.	07/958,951 10/09/1992	CONDENSING UNIT USING CROSS-FLOW BLOWER

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REEL: 1745 FRAME: 0541

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - FOREIGN PATENT APPLICATIONS

COUNTRY	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5581-A Canada	Wallaber	2,040,223-7 04/11/1991		(U.S. Serial No. 07/4561,890) METHOD AND APPARATUS FOR COOLING MOTORS OF CROSS FLOW BLOWERS IN AIR CONDITIONERS
II-5579-A Canada	Bryant	2,040,220-2 04/11/1991		(U.S. Serial No. 07/527,530) REFRIGERATION SYSTEM WITH SATURATION SENSOR
ICP0233 II-5566-CIP-A Canada	Wollaber	2,054,308-6 10/31/1991		(U.S. Serial No. 07/654,305) AIR CONDITIONER MODULAR UNIT WITH DUAL CROSS FLOW BLOWERS
ICP0232 II-5580-A Canada	Diesch	2,054,900-9 11/04/1991		(U.S. Serial No. 07/661,493) ENHANCED TUBULAR HEAT EXCHANGER
ICP0249 II-5582-A Canada	Schardt	2,061,650 02/22/1992		(U.S. Serial No. 07/677,234) REMOVABLE ACCESS PANELS FOR ROOFTOP UNIT
ICP0131 II-5583-PCT	Lim	PCT/US92/04810 06/09/1992		(U.S. Serial No. 07/712,942) CONDENSING UNIT USING CROSS-FLOW BLOWER
II-5556 Canada	Beehler	594,104 03/17/1989	1,280,600 02/26/1991	(U.S. Serial No. 176,868) STAMPED DISCHARGE GRILLE INCLUDING TWO LOUVRED SECTIONS (Expires: 02/25/2007)

REEL: 1745 FRAME: 0542

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - FOREIGN PATENT APPLICATIONS

COUNTRY	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5557 Canada	Beehler	594,105 03/17/1989		(U.S. Serial No. 217,761) BLOWER WITH CLAM SHELL HOUSING
ICP0139 II-5563 Canada	Lynch	612,880 09/25/1989	1,301,289 05/19/1992	(U.S. Serial No. 278,789) THERMOSTAT SPEED BAR GRAPH FOR VARIABLE SPEED TEMPERATURE CONTROL SYSTEM (Expires: 05/19/2008)
ICP0140 II-5564 Canada	Lynch	612,881 09/25/1989	1,301,290 05/19/1992	(U.S. Serial No. 279,419) SERVICE THERMOSTAT (Expires: 05/19/2009)
II-5570-A Canada	Morris	2,023,109 08/10/1990		(U.S. Serial No. 403,104) INDOOR AIR BLOWER ON/OFF DELAY IN ENVIRONMENTAL CONTROL SYSTEM (Abandoned: 05/21/1992)
II-5559-A Canada	Tomlinson	2,023,107 08/10/1990		(U.S. Serial No. 404,182) INSHOT GAS BURNER (Abandoned: 12/18/1992)
II-5577-A Canada	Lynch	2,027,480-8 10/12/1990		(U.S. Serial No. 477,613) FAN CONTROL ARRANGEMENT FOR A TWO STAGE FURNACE (Abandoned: 12/03/1992)

TRADE MARK

REEL: 1745 FRAME: 0543

02/08/93



INTER-CITY PRODUCTS CORPORATION (USA) - FOREIGN PATENT APPLICATIONS

COUNTRY	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5575 Canada	Lynch	2,030,578 11/22/1990		(U.S. Serial No. 477,743) RESTRICTED INTAKE COMPENSATION METHOD FOR A TWO STAGE FURNACE
II-5576-A Canada	Lynch	2,027,978-8 10/18/1990		(U.S. Serial No. 478,206) WARMUP METHOD FOR A TWO STAGE FURNACE (Abandoned: 12/03/1992)
II-5574-A Canada	Lynch	2,027,506-5 10/12/1990		(U.S. Serial No. 478,252) TWO STAGE FURNACE CONTROL (Abandoned: 12/03/1992)
II-5566-A Canada	Wollaber	2,031,425-7 12/04/1990		(U.S. Serial No. 478,342) AIR CONDITIONER WITH DUAL CROSS FLOW BLOWERS (Abandoned: 05/21/1992)
II-5572-A Canada	Lail	2,031,415-0 12/04/1990		(U.S. Serial No. 478,410) DRIVING SYSTEM FOR DUAL TANGENTIAL BLOWERS IN AN AIR CONDITIONER
II-5571-A Canada	Stanford	2,031,426-5 12/04/1990		(U.S. Serial No. 478,416) AIR INTAKE ARRANGEMENT FOR AIR CONDITIONER WITH DUAL CROSS FLOW BLOWERS

REEL: 1745 FRAME: 0544

INTER-CITY PRODUCTS CORPORATION (USA) - FOREIGN PATENT APPLICATIONS

COUNTRY	INVENTOR	SERIAL NO FILING DATE	PATENT NO ISSUE DATE	TITLE
II-5558 Canada	Beehler	594,107 03/17/1989		(U.S. Serial No. 594,107) HUB FOR A PLASTIC BLOWER IMPELLER
ICP0127 Canada	Obosu	537,687 05/21/1987	1,295,606 02/11/1992	(U.S. Patent No. 4,691,768) LANCED FIN CONDENSER FOR CENTRAL AIR CONDITIONER (Expires: 02/11/2009)
ICP0128 Canada	Tomlinson	537,688 05/21/1987	1,294,839 01/28/1992	(U.S. Patent No. 4,739,746) HEAT EXCHANGER FOR FURNACE (Expires: 01/28/2009)
ICP0126 Canada	Bryant	550,967 11/03/1987	1,294,521 01/21/1992	(U.S. Patent No. 4,727,737) METHOD AND APPARATUS FOR BENDING A HEAT EXCHANGER COIL (Expires: 01/21/2009)

TRADEMARK

REEL: 1745 FRAME: 0545

02/08/93

INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
Canada	580,629 02/23/1987			AIRQUEST Heating and air conditioning equipment-namely, room air conditioners, room air conditioners with electric heating, room air conditioners with electric heating, room air conditioners with electric heating and reverse cycle heating, package terminal air conditioning, package terminal air conditioning with electric heat, package terminal air conditioning with electric heat and reverse cycle, suspended unit - heaters, and dehumidifiers (Abandoned 05/20/1988)
U.S.	645,872 02/24/1987	1,456,415 09/08/1987	09/08/2007	AIRQUEST Air conditioners, heaters and dehumidifiers
U.S.	767,966 12/08/1988	1,549,046 07/25/1989	07/25/2009	AIRQUEST and Design Gas and electric furnaces, air conditioners, heat pumps, heaters and dehumidifiers for residential and light commercial use

TRADEMARK  
REEL: 1745 FRAME: 0546

INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
Canada	704,375 05/05/1992			ARCOAIRE Air-conditioning and heating units
U.S.	447,944 10/13/1983	1,521,671 01/24/1989	01/24/2009	ARCOAIRE Electric air conditioning units for residential and commercial use
U.S.	651,150 07/31/1953	0,624,058 03/27/1956	03/27/1996	COMFORTMAKER Furnaces, blowers and coolers
U.S.	199,364 01/08/1979	1,173,055 10/13/1981	10/13/2001	COMFORTMAKER Residential air conditioning and heating units and parts therefor
Canada	293,267 11/18/1965	148,741 12/30/1966	12/30/1996	DURAFUSED
U.S.	169,853 05/28/1963	766,381 03/10/1964	03/10/2004	DURAFUSED Heat exchangers employing metal panels and the like coated to resist the effects of heat and corrosion
U.S.	244,382 12/28/1979	1,208,099 09/14/1982	09/14/2002	ENERGY MARSHAL Gas furnaces

REEL: 1745 FRAME: 0547

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0030 Canada	623,450 01/18/1989	390,771 11/29/1991	11/29/2006	FAST and Design
U.S.	195,511 12/04/1978	1,144,065 12/23/1980	12/23/2000	FAST and Design Parts for heating and air conditioning Products; 16 - catalogs of service parts, service tools and service literature; service manuals, service information bulletins, all used in connection with the servicing of heating and air conditioning products
ICP0028 Canada	654,310 03/28/1990	393,131 01/24/1992	01/24/2007	FLEX-DRIVE Air conditioners
ICP0045 U.S.	74/013,111 12/21/1989			FLEX-DRIVE Air conditioners (Abandoned 07/01/1991)
ICP0244 U.S.	74/235,706 01/07/1992	1,713,429 09/08/1992	09/08/2002	FLEX-DRIVE Air conditioners

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0301 U.S.	331,898 07/07/1969	0,924,703 11/30/1971	11/30/2001	GREENBRIER Multi-zone heating and cooling units-namely, gas and oil burners, oil fired and gas-fired and electric air conditioning equipment for heating, cooling, circulating, filtering, humidifying and dehumidifying air, and parts for all of the foregoing
ICP0155 Canada	673,766 01/18/1991			HEAT & AIR CARE ASSOCIATES (Abandoned 01/07/1992)
ICP0123 U.S.	74/099,732 09/24/1990			HEAT & AIR CARE ASSOCIATES and Design Installing and servicing heating and air conditioning products (Abandoned 01/07/1992)
ICP0026 Canada	657,493 05/11/1990			HEIL
U.S.	054,617 07/01/1958	678,440 05/12/1959	07/01/1999	HEIL Oil and gas fired furnaces and domestic air conditioning apparatuses

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
U.S.	195,498 12/04/1978	1,155,475 05/26/1981	05/26/2001	HEIL Furnaces
ICP0027 Canada	658,041 05/11/1990			HEIL and Design
U.S.	195,500 12/04/1978	1,141,252 11/11/1980	11/11/2000	HEIL and Design Heating and air conditioning equipment--namely, fresh air blower and duct units, automatic furnace chimney vent dampers, condenser units, evaporator coils, blowers, combination condenser/blower/compressor units, combination blower/evaporator coil units and air conditioners, electric heaters, combination heating/cooling units, electric furnaces, heat pumps, gas furnaces, and oil furnaces
ICP0328 U.S.	74/303,113 08/07/1992			HIGH EFFICIENCY FURNACE 5000 Furnaces
Canada	604,008 03/31/1988	361,838 11/03/1989	11/03/2004	LONGLIFE

TRADEMARK

INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
Canada	621,880 12/21/1988	368,576 05/11/1990	05/11/2005	<p>LONGLIFE Warranty services for gas furnaces, oil furnaces, wall furnaces, electric furnaces, air conditioners, heat pumps, electric heating elements, heat exchangers, combustion chambers, power vents, including both parts and labour</p>
U.S.	695,596 11/16/1987			<p>LONGLIFE Warranty Services (Abandoned 09/11/1988)</p>
U.S.	753,154 09/20/1988	1,557,412 09/19/1989	09/19/2009	<p>LONGLIFE Heat exchangers for furnaces</p>
U.S.	768,048 12/08/1988	1,549,047 07/25/1989	07/25/2009	<p>MARATHERM Gas and electric furnaces, air conditioners, heat pumps, heaters and dehumidifiers for residential and light commercial use</p>
U.S.	768,049 12/08/1988	1,550,065 08/01/1989	08/01/2009	<p>MARATHERM and Design Gas and electric furnaces, air conditioners, heat pumps, heaters and dehumidifiers for residential and light commercial use</p>

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0016 Wrenches) Canada	657,885 05/16/1990	399,332 06/19/1992	06/19/2007	Miscellaneous Design (Interlocking
ICP0047 Wrenches) U.S.	74/016,658 01/05/1990	1,680,746 03/24/1992	03/24/2002	Miscellaneous Design (Interlocking Parts for air conditioning and heating products; namely, electric motors (7) Parts for air conditioning and heating products; namely, filter line dryers (11)
ICP0234 Wrenches U.S.	74/800,209 01/05/1990	1,671,447 01/07/1992	01/07/2002	Miscellaneous Design - Interlocking Parts for air conditioning and heating products, namely thermostats and electrical capacitors (9) Catalogs of service parts used in connection with heating and air conditioning products (16)
ICP0294 U.S.	74/251,707 03/03/1992			NORDIC Heat pumps
ICP0307 U.S.	74/251,467 03/02/1992			NORTHERN Heat pumps (Abandoned 12/08/1992)

TRADE MARK  
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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
U.S.	241,855 12/07/1979	1,159,051 06/30/1981	06/30/2001	POWER GUARD Air conditioners for domestic use
Italy	305,553 12/24/1973	305,553 08/22/1977	12/28/1993	QUAKER
Switzerland	149,262 12/11/1953	149,262 01/19/1954	12/11/1993	QUAKER
U.K.	724,592 12/07/1953	724,592 12/07/1953	12/07/1988	QUAKER (Abandoned 07/22/1988)
U.S.	656,454 11/16/1953	602,999 03/08/1955	03/08/1995	QUAKER and Design Gas fired space heaters
Newfoundland		2886 04/07/1947		QUAKER BURNOIL
GP0303 U.S.	440,187 08/22/1983	1,290,880 08/21/1984	08/21/2004	RPJ Heat exchangers for use in furnaces
GP0326 U.S.	74/303,114 08/07/1992			SUPER HIGH EFFICIENCY 7000 Air conditioners

TRADEMARK  
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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
Australia	A496907 10/07/1988	A496907 10/07/1988	10/07/1995	TEMPSTAR Installations for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating, air conditioning, water supply and sanitary purposes
Canada	580,630 03/25/1987	343,217 07/29/1988	07/29/2003	TEMPSTAR Heating and air conditioning equipment-namely, fresh air blower and duct units, automatic furnace chimney vent dampers, condenser units, evaporator coils, water coils, steam coils, blowers, combination condenser/blower/compressor units, combination blower/evaporator coil units, air conditioners, electric heaters, combination heating/cooling units, electric furnaces, heat pumps, gas furnaces, oil furnaces, oil and gas burners for domestic heating appliances, domestic air conditioning apparatuses
Mexico	42815 05/31/1988	358,095 01/16/1989	05/31/1993	TEMPSTAR Heating and air conditioning

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0043 Spain	1549392 02/16/1990			TEMPSTAR (Abandoned 08/18/1992)
U.K.	1367890 12/21/1988	B1367890 12/21/1998	12/21/1995	TEMPSTAR Apparatus for heating, cooling, air conditioning, refrigerating or ventilating; heat pumps; central heating boilers, furnaces apparatus for use with all the aforesaid goods; parts and fittings for all the aforesaid goods
U.S.	645,835 02/24/1987	1,465,334 11/17/1987	11/17/2007	TEMPSTAR Furnaces, air conditioners, heat pumps
ICP0008 Australia	A498713 11/03/1988	A498713 11/03/1988	11/03/1995	TEMPSTAR and Design Installations for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating, air conditioning, water supply and sanitary purposes

TRADEMARK  
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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
Canada	580,631 03/25/1987	343,218 07/29/1988	07/29/2003	TEMPSTAR and Design Heating and air conditioning equipment-namely, fresh air blower and duct units, automatic furnace chimney vent dampers, condenser units, evaporator coils, water coils, steam coils, blowers, combination condenser/blower/compressor units, combination blower/evaporator coil units, air conditioners, electric heaters, combination heating/cooling units, electric furnaces, heat pumps, gas furnaces, oil furnaces, oil and gas burners for domestic heating appliances, domestic air conditioning apparatuses
Mexico	42816 05/31/1988	358,096 01/16/1989	05/31/1993	TEMPSTAR and Design Heating and air conditioning
ICP0044 Spain	1549393 02/16/1990			TEMPSTAR and Design (Abandoned 08/18/1992)

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
U.K.	1367891 12/21/1988	B1367891 12/21/1988	12/21/1995	TEMPSTAR and Design Apparatus for heating, cooling, air conditioning, refrigerating and ventilating; heat pumps; central heating boilers and furnaces; parts and fittings for the aforesaid goods
U.S.	674,695 07/27/1987	1,483,279 04/05/1988	04/05/2008	TEMPSTAR and Design Furnaces, air conditioners and heat pumps
U.S.	243,197 12/17/1979	1,159,054 06/30/1981	06/30/2001	TIGHTFIST Gas furnaces
ICP0327 U.S.	74/303,110 08/07/1992			ULTRA HIGH EFFICIENCY 9000 and Design Air conditioners
ICP0130 Australia	A543,558 10/08/1990			ZONEAIRE (Abandoned 04/06/1992)
ICP0033 Canada	637,691 08/02/1989	384,527 05/17/1991	05/17/2006	ZONEAIRE Air conditioners, heat pumps, heaters and package terminal air conditioners

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0132 U.K.	1,444,207 10/12/1990	1444207 10/12/1990	10/12/1997	ZONEAIRE
U.S.	773,285 01/06/1989	1,550,071 08/01/1989	08/01/2009	ZONEAIRE Air conditioners, heat pumps, heaters and package terminal air conditioners
Canada	650,627 02/12/1990			ZONEAIRE & Design (in color) Promotional and advertising services for air conditioning and heating equipment (Abandoned 10/25/1990)
ICP0131 Australia	A543219 10/01/1990			ZONEAIRE and Design (Abandoned 04/06/1992)
ICP0035 Canada	650,621 02/12/1990	397,261 04/17/1992	04/17/2007	ZONEAIRE and Design Air conditioners, furnaces, heat pumps, heaters and package terminal air conditioners
ICP0133 U.K.	1,443,337 10/02/1990			ZONEAIRE and Design Air conditioners, furnaces, heat pumps, heaters and package terminal air conditioners

TRADEMARK

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INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
U.S.	826,706 09/21/1989	1,594,083 05/01/1990	05/01/2000	ZONEAIRE and Design Air conditioning units, furnaces, heat pumps, heaters and package terminal air conditioning units
U.S.	004,511 11/22/1989			ZONEAIRE and Design Promotional and advertising services for air conditioning and heating equipment (Abandoned 03/22/1990)
ICP0046 U.S.	74/045,209 04/02/1990	1,701,090 07/14/1992	07/14/2002	ZONEAIRE and Design Air conditioning units, gas, oil and electric furnaces, heat pumps, gas, oil and electric heaters and package terminal air conditioning
ICP0325 U.S.	74/303,091 08/07/1992			5000 HIGH EFFICIENCY and Design Air conditioners
ICP0329 U.S.	74/303,060 08/07/1992			7000 SUPER HIGH EFFICIENCY FURNACE Furnaces
ICP0330 Design U.S.	74/303,068 08/07/1992			9000 ULTRA HIGH EFFICIENCY FURNACE and Furnaces

TRADEMARK



INTER-CITY PRODUCTS CORPORATION (USA) - TRADEMARK APPLICATIONS AND REGISTRATIONS

COUNTRY	SERIAL NO FILING DATE	ISSUE NUMBER ISSUE DATE	RENEWAL DUE	MARK
ICP0331 TECHNOLOGY U.S.	74/303,095 08/07/1992			9000 ULTRA HIGH EFFICIENCY FURNACE Furnaces

TRADEMARK  
REEL: 1745 FRAME: 0560

02/08/93

**TERMINATION, ASSIGNMENT AND RELEASE  
OF SECURITY INTERESTS IN INTELLECTUAL PROPERTY COLLATERAL**

THIS TERMINATION, ASSIGNMENT AND RELEASE OF SECURITY INTERESTS IN INTELLECTUAL PROPERTY COLLATERAL (this "Release") dated as of the 12th day of June, 1998, is by and between INTERNATIONAL COMFORT PRODUCTS CORPORATION (USA) (formerly known as Inter-City Products Corporation (USA)), a Delaware corporation with offices at 501 Corporate Centre Drive, Suite 200, Franklin, Tennessee 37061 (the "Pledgor"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York banking corporation, as trustee under the Indenture (as hereinafter defined), having an office at 114 West 47th Street, New York, New York 10036 (the "Trustee").

**R E C I T A L S:**

A. The Pledgor and the Trustee entered into a certain indenture dated as of March 11, 1993 (as amended, supplemented or modified at any time, the "Indenture"), pursuant to which the Pledgor issued certain 9-3/4% Senior Secured Notes Due 2000 (the "Securities") in the aggregate principal amount of \$140,000,000.

B. In connection with the Indenture, the Pledgor executed and delivered to the Trustee a certain Intellectual Property Security Agreement dated as of March 11, 1993 (as amended, supplemented or modified at any time, the "Security Agreement") to secure the payment and performance of all Secured Obligations (as that term is defined in the Security Agreement).

C. Under the terms of the Security Agreement, the Pledgor pledged, assigned, hypothecated and granted a continuing first priority security interest to the Trustee for its benefit and the benefit of the other Secured Parties (as that term is defined in the Security Agreement), and unto their respective successors and assigns, in all of the Pledgor's right, title and interest in, to and under the Intellectual Property Collateral (as that term is defined in the Security Agreement) to secure the prompt payment and performance in full when due, whether at stated maturity, by acceleration or otherwise, of all of the Secured Obligations.

C. The Security Agreement was recorded in the United States Patent and Trademark Office on March 31, 1993, at Reel 0940, Frames 531 through 594 (trademarks) and Reel 6472, Frames 708 through 771 (patents).

D. The Pledgor has satisfied in full the Secured Obligations and all obligations of Pledgor under the Indenture (other than those obligations which survive pursuant to Section 8.1 of the Indenture after the Securities are no longer outstanding) and

Security Agreement and Pledgor has requested that the Trustee terminate the Security Agreement, release its security interest in and lien on the Intellectual Property Collateral of the Pledgor and reassign the same to the Pledgor.

A G R E E M E N T:

In consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The Trustee hereby releases and terminates all liens and security interests in and to the Intellectual Property Collateral that was pledged, assigned, hypothecated and granted to the Trustee for its benefit and the benefit of the other Secured Parties as security for the Secured Obligations pursuant to the Security Agreement, and the Trustee does hereby assign, convey, grant, set over, transfer and release to the Pledgor all of the Trustee's right, title and interest, if any, in and to the Intellectual Property Collateral, including, without limitation, the following:

- (a) all patents and patent applications of the Pledgor, including, without limitation, the patents and patent applications listed on the Schedules attached hereto, along with any and all inventions and improvements described and claimed therein, reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, income, royalties, damages, claims and payments now hereafter due and/or payable under and with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, rights to sue for past, present and future infringements thereof, and any other rights corresponding thereto, if any (collectively, the "Patents"); and
- (b) any and all trademarks (including service marks), trademark registrations, and trade names and applications for any thereof of the Pledgor, including, without limitation, the trademarks and applications listed on the Schedules attached hereto, along with any and all renewals thereof; income, royalties, damages and payments now or hereafter due and/or payable with respect thereto, including, without limitation, damages, claims and payments for past or future infringements thereof; rights to sue for past, present and future infringements thereof, and any other rights corresponding thereto, if any (collectively, the "Trademarks"); and

- (c) the goodwill of the business connected with the use of (or associated with) and symbolized by the Trademarks; and
- (d) all rights of the Pledgor to trade secrets, proprietary information, formulae, technical know-how, methods, procedures, business know-how and all other technical and business information necessary, or used in connection with the operation of the business of the Pledgor or the commercial utilization of the assets of the Pledgor; and
- (e) any renewal, reissue, re-examination certificate, extension or the like with respect to the Trademarks and Patents; and
- (f) any Intangible Collateral (as that term is defined in the Security Agreement); and
- (g) all Documents (as that term is defined in the Security Agreement) relating to any of the items disclosed in paragraphs (a) through (f) above; and
- (h) all rights to use the Trademarks as trade names or corporate names in all aspects of the Pledgor's business; and
- (i) all Proceeds (as that term is defined in the Security Agreement) of any of the items described in paragraphs (a) through (h) above.

2. The parties hereto do hereby cancel and terminate the Security Agreement and all rights and obligations of the parties thereunder.

3. The parties hereto agree that, at any time and from time to time upon the written request of the other party, each party will execute and deliver such further documents and do such further acts and things as may be reasonably requested by the other party in order to effect the purposes of this Release.

4. This Release shall be governed by, and construed and interpreted in accordance with, the internal laws of the State of Tennessee, without regard to principles of conflicts of law, except to the extent that the release of the security interest hereunder is governed by the law of any other jurisdiction or that the laws of any other jurisdiction may be mandatorily applicable.

TERMINATION AND RELEASE OF  
SECURITY INTERESTS IN INTELLECTUAL PROPERTY COLLATERAL  
SIGNATURE PAGE

IN WITNESS WHEREOF, the parties hereto have caused this  
Release to be executed by their respective duly authorized officers  
as of the date first above written.

INTERNATIONAL COMFORT  
PRODUCTS CORPORATION (USA)  
(formerly known as Inter-City  
Products Corporation (USA)),  
as Pledgor

By: David P. Cain

Title: Senior Vice President

UNITED STATES TRUST COMPANY OF  
NEW YORK, as Trustee

By: Cynthia Chaney

Title: ASSISTANT VICE PRESIDENT

SCHEDULES  
TO  
TERMINATION, ASSIGNMENT AND RELEASE OF SECURITY INTERESTS  
IN INTELLECTUAL PROPERTY  
BY AND BETWEEN  
INTERNATIONAL COMFORT PRODUCTS CORPORATION (USA)  
AND UNITED STATES TRUST COMPANY OF NEW YORK, AS TRUSTEE  
DATED AS OF JUNE 12, 1998

See schedules annexed hereto captioned as follows:

"International Comfort Products Corporation (USA) - U.S.  
Patents and Applications"

"International Comfort Products Corporation (USA) - Foreign  
Patent Applications"

"International Comfort Products Corporation (USA) - U.S.  
Trademark Applications and Registrations"