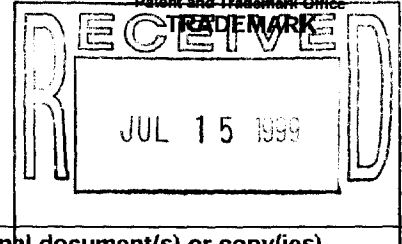


07-21-1999



101095941



7-15-99

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 Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
6/25/99

Conveying Party

Mark if additional names of conveying parties attached

Name THE ALLPAX COMPANY, INC.

Execution Date
Month Day Year
6/25/99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization NEW YORK

Receiving Party

Mark if additional names of receiving parties attached

Name GUARDAIR CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 1 WEST MAIN ST.

Address (line 2)

Address (line 3) SOUTH HADLEY

MA

01075

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization MASSACHUSETTS

07/20/1999 DNGUYEN 00000339 229131

FOR OFFICE USE ONLY

01 FD:481

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 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 or 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.

Robert M. O'Connell, Jr.

Name of Person Signing



Signature

7/15/99

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, The Allpax Company, Inc., a corporation organized and existing under the laws of the State of New York and having a principal place of business at 160 Jefferson Avenue, Mamaroneck, New York, (“Assignor”), owns the entire right, title and interest in and to the trademark depicted in United States trademark registration number 229,131, which registration was first issued on June 21, 1927 by the United States Patent & Trademark Office (the “ALLPAX Trademark”);

WHEREAS, Guardair Corporation, a corporation organized and existing under the laws of The Commonwealth of Massachusetts and having a principal place of business at One West Main Street, South Hadley, MA 01075 (“Assignee”), is desirous of acquiring the entire right, title and interest in and to the ALLPAX Trademark;

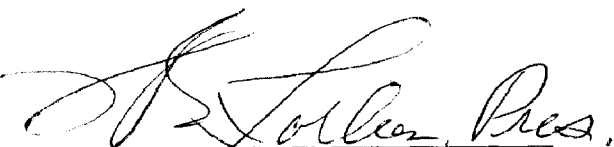
NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby sells, assigns and transfers unto the Assignee, its successors and assigns, the entire right, title and interest in and to the ALLPAX Trademark, together with the goodwill of the business symbolized thereby and appurtenant thereto, and any trademark registration issued by any governmental agency in connection therewith (specifically including United States Registration No. 229,131), and further including: all income, royalties, and damages now and hereafter due and/or payable to Assignor, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights to sue for past, present and future infringements or misappropriations thereof, and all rights corresponding to any of the above throughout the world;

AND THE ASSIGNOR HEREBY authorizes and requests the Commissioner of the United States Patent and Trademark Office, and any Official of any state, country or countries foreign to the United States, whose duty is to issue trademark registrations or other evidence or forms of intellectual property protection on applications as aforesaid, to issue the same to the Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

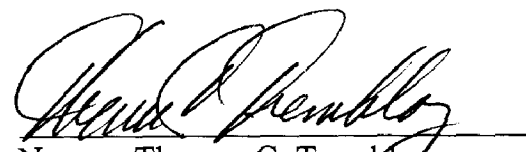
AND THE ASSIGNOR HEREBY covenants and agrees the Assignor will: communicate to the Assignee, its successors, legal representatives and assigns, any facts known to the Assignor respecting the ALLPAX Trademark; sign all lawful papers; make all rightful oaths; and generally do everything reasonably possible to aid the Assignee, its successors, legal representatives and assigns, to obtain and enforce proper protection for the ALLPAX Trademark.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this Assignment to be duly executed as a sealed instrument by its duly authorized officer on the date set forth below.

THE ALLPAX COMPANY, INC.

By: 
Name: William E. Forbes
Title: President

GUARDAIR CORPORATION

By: 
Name: Thomas C. Tremblay
Title: President

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss
(specific county)

June 25, 1999

Then personally appeared the above-named William E. Forbes, President and acknowledged the foregoing instrument to be the free act and deed of The Allpax Company, Inc. before me,

[SEAL]

Beverly A. Seccombe
Notary Public
My commission expires: 5/15/03

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss
(specific county)

June 25 1999

Then personally appeared the above-named Thomas C. Tremblay, President acknowledged the foregoing instrument to be the free act and deed of Guardair Corporation, before me,

[SEAL]

Beverly A. Seccombe
Notary Public
My commission expires: 5/15/03

F:\DJW\GARCO\ASSIGN.TM:6/23/99