

12-10-1999



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

MED 12.3.99

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
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

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/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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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

TRADEMARK

REEL: 001997 FRAME: 0587

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

(816) 932-4400

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)

| | | | | | |
|----------------------|----------------------|----------------------|--------------------------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1715742"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

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

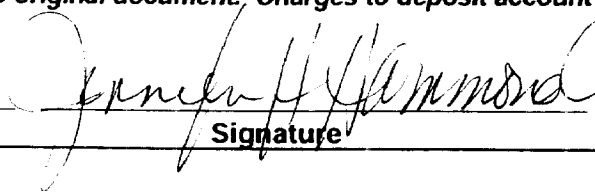
No

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.

Jennifer H. Hammond

Name of Person Signing



Signature

11/30/99

Date Signed

ASSIGNMENT

WHEREAS, Integral Conduit Corporation, a Delaware corporation having its principal place of business at 1424 South Barry Avenue, Dallas, Texas 75223-0269 (hereinafter "Assignor") and Integral Holdings, Inc., a Delaware corporation (hereinafter "Assignee") are parties signatory, inter alios, to an Agreement for the Purchase and Sale of Assets dated and made as of the 31 day of March, 1999 (hereinafter "Basic Agreement"):

WHEREAS, the Basic Agreement provides, inter alia, for the assignment from Assignor to Assignee of certain patents, trademarks, service marks, trade names and other intellectual property; and

WHEREAS, it is the purpose of this document to memorialize the assignment in the USA of the trademark referenced below from Assignor to Assignee in a form suitable for recording:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is acknowledged, and subject to the terms and conditions of the Basic Agreement, Assignor Integral Conduit Corporation hereby grants and assigns to Assignee Integral Holdings, Inc., its entire right

title and interest in and to the trademark listed on the attached Exhibit "A", and the good will of the business connected with the use of and symbolized by such trademark.

INTEGRAL CONDUIT CORPORATION (Assignor)

By: R. Glenn Mann Jr

R. Glenn Mann Jr
Printed Name

Vice President
Title

STATE OF GEORGIA)
) SS.
COUNTY OF CARROLL)

BEFORE ME, the undersigned authority, on this day personally appeared R. Glenn Mann, Jr., and having been duly sworn by me, upon his oath states that he is Vice President of Integral Conduit Corporation, the Delaware corporation identified herein as "Assignor", that he has read and understands the foregoing instrument, that he is authorized to execute said instrument, and acknowledged to me that he executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this 31 day of March, 1999

Christy W. Sims
Notary Public

Notary Public, Carroll County, Georgia
My Commission Expires May 14, 2000

Exhibit A

**UNITED STATES
Trademark Registration**

Registration No.

Registration Date

Trademark

1715742

9/15/92

Drop on Duct

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTEGRAL HOLDINGS, INC.", CHANGING ITS NAME FROM "INTEGRAL HOLDINGS, INC." TO "INTEGRAL CONDUIT CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2992736 8100

991175005

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9722610

DATE:

05-04-99

TRADEMARK
REEL: 001997 FRAME: 0592

**CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 INTEGRAL HOLDINGS, INC.**

INTEGRAL HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written consent of the Board of Directors of INTEGRAL HOLDINGS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

"FIRST: The name of the corporation is INTEGRAL CONDUIT CORPORATION."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent By Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, INTEGRAL HOLDINGS, INC., has caused this certificate to be signed by G. Robert Fisher, its Assistant Secretary, this 23 day of April, 1999.

INTEGRAL HOLDINGS, INC.

By: 
 G. Robert Fisher, Assistant Secretary