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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

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- 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/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code
- Individual General Partnership Limited Partnership Association
- 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.)

03/21/2000 DCOATES 00000206 2219777

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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: 002037 FRAME: 0200

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,219,777"/>	<input type="text" value="1,994,222"/>	<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.

Larry I. Coats
Name of Person Signing



Signature

2/11/2000
Date Signed

ASSIGNMENT OF TRADEMARKS AND TRADEMARK REGISTRATIONS

WHEREAS, Rupp Industries, Inc., of Burnsville, Minnesota is the owner of the following trademarks and United States Trademark Registrations:

- Registration No. : 2,219,777
- Trademark : RUPP AIR MANAGEMENT SYSTEMS
- Registration Date: : January 19, 1999

- Registration No. : 1,994,222
- Trademark : RUPP CUSTOM AIR
- Registration Date : August 13, 1996

- Trademark : AIR MANAGEMENT SYSTEMS

- Trademark : CUSTOM AIR

WHEREAS, Captive-Aire Systems, Inc. of 112-B Wheaton Drive, Youngsville, North Carolina 27596, is desirous of acquiring said registrations and marks.

NOW, THEREFORE, in consideration of and in exchange for the sum of Five Dollars (\$5.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Rupp Industries, Inc. hereby assigns to Captive-Aire Systems, Inc., the entire right, title and interest in and to said trademarks and United States Trademark Registrations together with the good will of the business associated with the marks.

This the 1st day of June, 1999.

RUPP INDUSTRIES, INC.

By: *[Signature]*
Its: VICE PRESIDENT-OPERATIONS

MI:501374.01

Coats & Bennett

1100 Crescent Green
Suite 206
Cary, North Carolina 27511
tel: 919-854-1844
fax: 919-854-2084
www.coatsandbennett.com

February 11, 2000

Patents, Trademarks,
Copyrights, Trade Secrets,
Licensing, and
Related Litigation

Patent Attorneys
Larry L. Coats
David E. Bennett
Benjamin S. Withrow
John R. Owen
David D. Kalish
Steven N. Terranova
Taylor M. Davenport

Patent Agent
Michael D. Murphy

Honorable Commissioner of Patents
and Trademarks
Box Assignments
Washington, D.C. 20231

RE: Assignment of Trademark Registrations
Registration Nos. 1,994,222
2,219,777

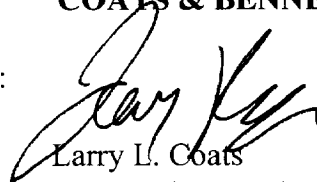
RUPP CUSTOM AIR
RUPP AIR MANAGEMENT SYSTEMS

Dear Sir:

Please find enclosed an Assignment of the above-identified United States Trademark Registrations from Rupp Industries, Inc. to Captive-Aire Systems, Inc. Please record this instrument in the Trademark Office and return the original to the undersigned. Also, we are enclosing herewith a check for \$65.00 to cover the recordation fee. In the event that there are additional fees or costs, the Trademark Office is hereby authorized to charge any additional fees or costs to the Deposit No. 18-1167.

Respectfully submitted,
COATS & BENNETT, P.L.L.C.

By:



Larry L. Coats
Registration No. 25,620
Telephone: (919) 854-1844

LLC:jms
Enclosures
P-2239-033-034

RECORDED: 02/14/2000

TRADEMARK
REEL: 002037 FRAME: 0203