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DRINKER BIDDLE & REATH LLP
1500 K Street, N.W., Suite 1100
Washington, D.C. 20005-1209
(202) 842-8800

10-23-2000
U.S. Patent & TMO/TM Mail Rcpt Dt #10



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<p>1. NAME OF CONVEYING PARTY:</p> <p>GOODMAN EQUIPMENT CORPORATION A Delaware corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>GRAHAM ENGINEERING CORPORATION A Pennsylvania corporation 1203 Eden Road York, Pennsylvania 17402</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: September 29, 2000 3B. EFFECTIVE DATE: September 29, 2000</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: ___ No: <u>X</u></p>
<p>4A. TRADEMARK APPLICATION NOS.</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>Reg. No. 1,190,301 – IMPROVED & Design Reg. No. 2,134,957 – WTR SYSTEMS</p> <p>Additional numbers attached? NO</p>
<p>Henry W. Leeds, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 2</p> <p>7. TOTAL FEE: \$65.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 04587/126493</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Henry W. Leeds</i> Henry W. Leeds Date: October 19, 2000 Page 1 of 5</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box 101, Assignments/Fee, The Honorable Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 19th day of October 2000.

Henry W. Leeds

04587/126493
DC 307492\1

TRADEMARK
REEL: 002176 FRAME: 0322

TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made by Goodman Equipment Corporation, a Delaware corporation located at 6646A South Narragansett Avenue, Bedford Park, Illinois 60638 ("Assignor") in favor of Graham Engineering Corporation, a Pennsylvania corporation located at 1203 Eden Road, P.O. Box 12003, York, PA 17402 ("Assignee").

WHEREAS, Assignor has adopted, used and is using marks listed on Schedule A hereto (hereinafter, the "Marks"), which are registered in the U.S. Patent and Trademark Office and/or foreign trademark offices or are the subject of pending applications as is detailed in Schedule A, and owns all right, title and interest to the same, including the goodwill associated therewith; and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Marks, including the goodwill associated therewith and the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges:

1. Assignor hereby assigns to Assignee all of its rights, title and interest in and to the Marks, including the U.S. and foreign registrations and U.S. applications therefor and the goodwill of the business symbolized thereby.


2. Assignor further assigns to Assignee all rights to sue, bring actions for and recover and hold damages, profits and other compensation for any and all past and future infringements and unauthorized uses of the Marks.

3. Assignor covenants and agrees that, upon the request of Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee, furnish such documents, materials, information and/or assistance, and do all other lawful acts necessary to perfect the assignment of the Marks to Assignee and otherwise carry out the intent of this Assignment.

4. This Assignment shall be binding upon Assignor, Assignor's successors and assigns, and upon all others acting by, through, with or under Assignor's direction or control, and all those in privity therewith.

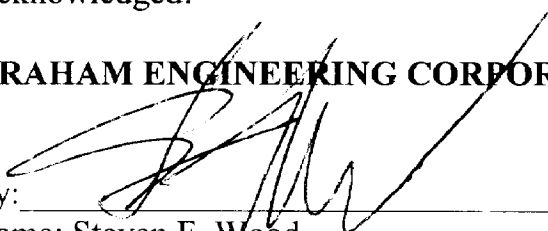
IN WITNESS WHEREOF, Assignor has executed this Assignment this 29th day of September, 2000.

GOODMAN EQUIPMENT CORPORATION

By: 
Name: Calvin A. Campbell, Jr.
Title: President

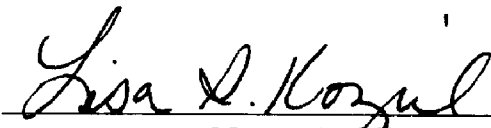
Acknowledged:

GRAHAM ENGINEERING CORPORATION

By: 
Name: Steven F. Wood
Title: Chairman

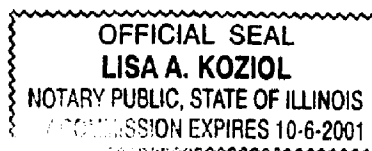
BE IT REMEMBERED, that on this 29th day of September, 2000 before me, the subscriber, in and for said county, personally appeared Calvin A. Campbell, Jr., President of Goodman Equipment Corporation, who I am satisfied is the person who signed the within instrument, and he acknowledged that he signed, sealed with the corporate seal and delivered the same as such officer aforesaid, and that the within instrument is the voluntary act and deed of such corporation, made by virtue of a Resolution of its Board of Directors.

Witnesseth my hand and seal.



Notary Public

My Commission Expires:



CPAD

Schedule A

<u>Mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
Improved & Design	USA	1,190,301	February 16, 1982
WTR Systems	USA	2,134,957	February 3, 1998

Handwritten initials