

FORM PTO-1594
1-31-92

REC'D



DEPARTMENT OF COMMERCE
Patent and Trademark Office

101609168

1.30.01

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Titan Acquisitions, Ltd.

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

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

2. Name and address of receiving party(ies):

Name: International Comfort Products Corporation
(Canada)

Internal Address: c/o C. Paul W. Smith, 44 Chipman Hill,
10th Floor, P.O. Box 7289, Stn "A", Saint John, N.B.
E2L4S6 Canada

Street Address: _____
City _____ State _____ ZIP _____

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Amalgamation
- Merger
- Change of Name

Execution Date: December 31, 1999

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other New Brunswick Canada Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No(s)
75/301,748

B. Trademark Registration No.(s)
1,917,814 1,917,815

Additional numbers attached? Yes No

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

Name: Anthony Niewyk

Internal Address: Baker & Daniels
Suite 800

Street Address: 111 E. Wayne Street

City Fort Wayne
State Indiana
ZIP 46802

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed (Check # 050634)

Authorized to be charged to deposit account (any additional fees)

8. Deposit account number:
02-0385 Baker & Daniels (any additional fees)

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

DO NOT USE THIS SPACE

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.

Anthony Niewyk
Name of Person Signing

Signature

January 26, 2001
Date

Total number of pages comprising cover sheet: 18

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget. Paperwork Reduction Project. (0651-0011), Washington, D.C. 20503

TRADEMARK

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of)	
International Comfort Products Corporation (Canada))	
(formerly owned by Titan Acquisitions, Ltd.))	Classes: 11
Serial No. 75/301,748)	
Filed: June 2, 1997)	
Mark: INTERNATIONAL COMFORT PRODUCTS)	

Box: Assignments
Director - U.S. Patent and Trademark Office
Washington, D.C. 20231

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Baker & Daniels, whose postal address is 111 East Wayne Street, Fort Wayne, Indiana 46802, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

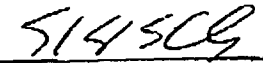
International Comfort Products Corporation (Canada), the owner of the above-identified United States Trademark Application, by Articles of Amalgamation (Section 124), hereby revokes all prior Powers of Attorney and appoints John F. Hoffman, Anthony Niewyk, Jeffrey O. Davidson, Michael D. Smith, Thomas A. Adams, Adam F. Cox, Michael S. Grzybowski, Steven M. Hanley, and Michael D. Schwartz, of Baker & Daniels, 111 East Wayne Street, Suite 800, Fort Wayne, Indiana 46802, our attorneys to prosecute this registration and transact all business in the Patent and Trademark Office connected therewith.

All communications are to be directed to:

Anthony Niewyk
Baker & Daniels
111 East Wayne Street, Suite 800
Fort Wayne, Indiana 46802

Telephone: 219-424-8000
Facsimile: 219-460-1700

Date: JANUARY 24, 2001

By: 
Herman V. Kling
Senior Vice President of Sales &
Marketing

NEW BRUNSWICK BUSINESS CORPORATIONS ACT

NOUVEAU BRUNSWICK LOI SUR LES CORPORATIONS COMMERCIALES

FORM 6

FORMULE 6

ARTICLES OF AMALGAMATION (SECTION 124)

STATUTS DE FUSION (ARTICLE 124)

1-Name of Corporation Raison sociale de la corporation

INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)

2-The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value. Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair et le montant de la valeur au pair.

See Schedule "A" attached hereto

3-Restrictions if any on share transfers Restrictions, s'il y en a, au transfert d'actions

No shares shall be transferred without the consent of the directors or shareholders of the corporation expressed by a resolution passed at a meeting of the board of directors or shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.

4-Number (or minimum and maximum number) of directors Nombre (ou nombre minimum et maximum) d'administrateurs

A minimum of one (1) and a maximum of ten (10) as determined by resolution of the board of directors.

5-Restrictions, if any, on business the corporation may carry on Restrictions, s'il y en a, à l'activité que peut exercer la corporation

None

6-Other provisions, if any Autres dispositions, s'il y en a.

See Schedule "B" Attached hereto

7- A X The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the BUSINESS CORPORATIONS ACT. B The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the BUSINESS CORPORATIONS ACT. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation).

A La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessus, conformément à l'article 122 de la LOI SUR LES CORPORATIONS COMMERCIALES.

B La fusion a été approuvée par une résolutions des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessus, conformément à l'article 123 de la LOI SUR LES CORPORATIONS COMMERCIALES. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée)

8-Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation. Tican Acquisitions, Ltd. 8-Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion.

Table with 5 columns: Name of Amalgamating Corporations, Corporation No., Signature, Date, Description of Office. Rows include Tican Acquisitions, Ltd. and International Comfort Products Corporation.

FOR DEPARTMENT USE ONLY RESERVE A L'USAGE DU MINISTÈRE Corporation No. - Corporation No. 510963 Filed-Deposé FILED/DEPCSE JAN 01 2000

**INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA)
CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)**

(herein referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6
UNDER THE BUSINESS CORPORATIONS ACT**

The Corporation is authorized to issue an unlimited number of common shares without par value (herein designated and referred to as the "Common Shares") and an unlimited number of preference shares without par value issuable in series (herein referred to as the "Preference Shares").

PREFERENCE SHARES

1. The Preference Shares, as a class, shall carry and be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The board of directors of the Corporation may issue the Preference Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the Business Corporations Act (as the same may from time to time be amended,

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reenacted or replaced) articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

- (b) No rights, privileges, restrictions or conditions attached to a series of Preference Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Preference Shares then outstanding. The Preference Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preference Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preference Shares are not paid in full, the Preference Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preference Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preference Shares of any series may also be given such other preferences, not inconsistent with subparagraphs (a) to (d) hereof, over the common shares and over any other shares ranking junior to the Preference Shares as may be determined in the case of such series of Preference Shares.
- (c) Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preference Shares, the holders of the Preference Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.
- (d) The rights, privileges, restrictions and conditions attaching to the Preference Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preference Shares given as hereinafter specified.

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The approval of the holders of Preference Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preference Shares as a class or to any other matter requiring the consent of the holders of the Preference Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preference Shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the Business Corporations Act (as the same from time to time amended, reenacted or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preference Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each One Dollar (\$1.00) of the issue price of each preference share held by him.

COMMON SHARES

2. The Common Shares shall carry and be subject to the following rights, privileges, restrictions and conditions, namely:

- (a) The holders of Common Shares are entitled to receive notice of any meeting of the shareholders of the Corporation and to attend and vote thereat except those meetings where only holders of a specified class or particular series of shares are entitled to vote and each holder thereof shall be entitled to One (1) vote per share in person or by proxy.
- (c) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation, the holders of the Common Shares are entitled to receive any dividend declared and paid by the Corporation.
- (d) Subject to the rights, privileges, restrictions and conditions attaching to any other shares of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, the holders of the Common Shares are entitled to receive the remaining property of the Corporation after payment of all of the Corporation's liabilities.

INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA)
CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)
(hereinafter referred to as the "Corporation")

THIS IS SCHEDULE "B" TO THE FOREGOING FORM 6 UNDER THE
NEW BRUNSWICK BUSINESS CORPORATIONS ACT

1. PLACE OF SHAREHOLDER MEETINGS

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held outside New Brunswick at such place or places as the shareholders may resolve to meet.

2. NOTICE OF SHAREHOLDER MEETINGS

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

3. PRE-EMPTIVE RIGHTS

(A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

CPS 022167.1

- 2 -

- (B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

4. PRIVATE CORPORATION RESTRICTIONS

- (A) The number of shareholders, exclusive of persons who are in the employment of the Corporation and are shareholders of the Corporation and persons who, having been formerly in the employment of the Corporation, have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than Fifty (50) persons, two or more persons who are joint registered holders of one or more shares being counted as one shareholder.
- (B) Any invitation to the public to subscribe for any shares, debentures or other securities of the Corporation shall be prohibited.

5. FINANCIAL ASSISTANCE

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or

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- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

FILED/DEPOSE JAN 6 1 2000

STATUTORY DECLARATION

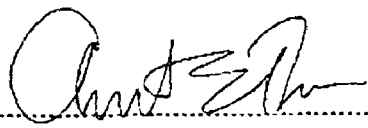
IN THE MATTER OF the Business Corporations Act (New Brunswick) and the articles of amalgamation of INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) and Titan Acquisitions, Ltd.

I, Robert Wylie, of the Town of Higganum, in the State of Connecticut, do solemnly declare that:

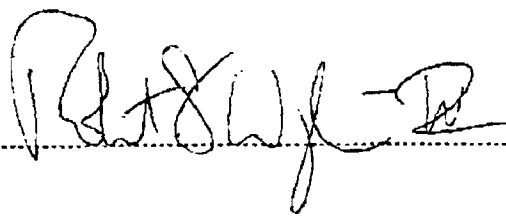
1. I am a Vice President of Titan Acquisitions, Ltd., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of)
HARTFORD, in the State of)
CONNECTICUT this 22nd day of)
DECEMBER, 1999.)



Commissioner of Oaths
 SUPERIOR COURT



FILED FOR RECORD JAN 01 2000

STATUTORY DECLARATION

IN THE MATTER OF the Business Corporations Act (New Brunswick) and the articles of amalgamation of Titan Acquisitions, Ltd. and INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA)

I, Christopher Witzky, of the Town of Glastonbury, in the State of Connecticut, do solemnly declare that:

1. I am the Treasurer of INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA), one of the amalgamating corporations (hereinafter called the "Corporation") and as such have a personal knowledge of the matters herein declared to and make this declaration as an officer of the Corporation.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that:
 - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the City of)
HARTFORD, in the State of)
CONNECTICUT, this 22ND day)
of DECEMBER, 1999.)

Christie E. P...
.....
Commissioner of Oaths
SUPERIOR COURT

[Handwritten signature]
.....

RECORDED AND INDEXED 2000

FORM 2
 NOTICE OF REGISTERED OFFICE
 NOTICE OF CHANGE OF REGISTERED OFFICE
 (SECTION 17)

1-Name of Corporation/Raison sociale de la corporation
 INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES
 PRODUITS DE CONFORT INTERNATIONALE (CANADA)

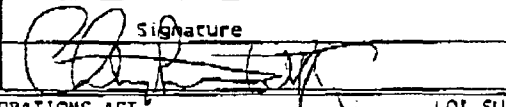
2-Corporation No./N^o. de corporation
 510 963

3-Place and address of the registered office / Lieu et adresse du bureau enregistré

c/o C. Paul W. Smith
 44 Chipman Hill, 10th Floor
 P.O. Box 7289, Stn. "A"
 Saint John, N.B. E2L 4S6

4-Effective date of change Date d'entrée en vigueur du changement
 N/A

5-Previous place and address of the registered office Derniers lieu et adresse du bureau enregistré
 N/A

Date	Signature	Description of Office - Fonction
31/12/55		TREASURER

BUSINESS CORPORATIONS ACT

LOI SUR LES CORPORATIONS
 COMMERCIALES
 FORMULE 4

FORM 4
 NOTICE OF DIRECTORS OR NOTICE OF
 CHANGE OF DIRECTORS
 (SECTION 64, 71)

LISTE DES ADMINISTRATEURS OU
 AVIS DE CHANGEMENT D'ADMINISTRATEURS
 (ARTICLE 64, 71)

1-Name of Corporation - Raison sociale de la corporation
 INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA) CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)

2-The following persons became directors of this corporation Liste des personnes devenues administrateurs de la corporation
 Effective Date Upon Amalgamation Date d'entrée en vigueur

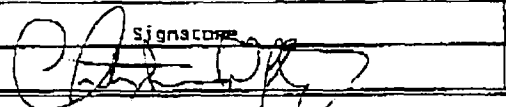
Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
	See Schedule "A"		

3-The following persons ceased to be directors of the corporation Liste des personnes qui ont cessé d'être administrateurs de la corporation
 Effective Date / Date d'entrée en vigueur

Name/Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification
N/A	N/A

4-The directors of the corporation now are Administrateurs actuels de la corporation

Name / Nom	Residential Address or address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
	See Schedule "A"		

Date	Signature	Description of Office / Fonction
31/12/55		TREASURER

For Department Use Only/Reservé à l'usage du ministère

Forms 2 and 4/Formules 2 et 4
 Filed/Déposé FILED/DEPOSE JAN 0 1 2000

NOTE: TO BE USED FOR NEW INCORPORATIONS ONLY

REM: A N'UTILISER QUE POUR UNE NOUVELLE CONSTITUTION

**INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA)
 CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)
 (hereinafter referred to as the "Corporation")**

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 4 UNDER THE
 NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

Name	Address	Occupation
Donald Cawley	One Carrier Place Farmington, Connecticut 06034	Executive
Kenneth E. Kapustiak	One Carrier Place Farmington, Connecticut 06034	Executive
Dennis H. Moyer	One Carrier Place Farmington, Connecticut 06034	Executive

New Brunswick
Nouveau Brunswick

CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
CERTIFICATE OF AMALGAMATION
(SECTION 124)

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
CERTIFICAT DE FUSION
(ARTICLE 124)


INTERNATIONAL COMFORT PRODUCTS CORPORATION (CANADA)
CORPORATION DES PRODUITS DE CONFORT INTERNATIONALE (CANADA)

Name of Corporation / Raison sociale de la corporation

510963

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation resulted from the amalgamation of the following
JE CERTIFIE que la corporation mentionnée ci-dessus provient de la fusion des corporations suivantes, en vertu de la
corporations under the Business Corporations Act, as set out in the attached Articles of Amalgamation.
Loi sur les corporations commerciales, de la façon indiquée dans les statuts de fusion ci-joints.

Director
Directeur


Date of Amalgamation January 1, 2000
Date de fusion

TRADEMARK

REEL: 002232 FRAME: 0133

RECORDED: 01/30/2001