

02-22-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

BancorpSouth Bank

2-5-02

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

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

2. Name and address of receiving party(ies)

Name: Air Kontrol II, Inc. Internal Address:

Street Address: 3141 Carrier St. City: Memphis State: TN Zip: 38116

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 24, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,890,987

FEB - 5 2002

Additional number(s) attached Yes No

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

Name: Russell H. Walker

Internal Address:

WALKER, MCKENZIE & WALKER, P.C.

Street Address:

6363 Poplar Ave., Suite 434

City: Memphis State: TN Zip: 38119-4896

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 23-0125 for any additional fees or refunds

(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.

Russell H. Walker

[Signature]

10/25/2001

Name of Person Signing Reg. No. 35,401

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002447 FRAME: 0469

**ASSIGNMENT
OF TRADE NAMES, TRADEMARKS, AND
REGISTRATIONS AND APPLICATIONS THEREFOR**

ASSIGNOR: BancorpSouth Bank
Post Office Box 789
Tupelo, Mississippi 38802-0789
(662) 680-2305

ASSIGNEE: Air Kontrol II, Inc.
216 South Ward Street
Senatobia, Mississippi 38666
(662) 562-0013

WHEREAS, Air Kontrol, Inc. ("AKI"), a corporation organized under the laws of the State of Mississippi, is now in bankruptcy;

WHEREAS, AKI is the owner of certain trade names, trademarks, and registrations and applications therefor, as described and recited on Schedule A (three pages) attached hereto, and the goodwill of the business associated therewith; and

WHEREAS, AKI is indebted to BancorpSouth Bank ("Assignor"); and

WHEREAS, to secure payment of said indebtedness, AKI has granted to Assignor a security interest in, among other things, all of AKI's trade names, trademarks, trademark registrations and applications therefor, and goodwill of the business associated therewith, owned, existing and acquired as of the date of the granting of such security interest and all trade names, trademarks, trademark registrations and applications, and goodwill of the business associated therewith, owned, existing and acquired by AKI thereafter; and

WHEREAS, notice of Assignor's said security interest is recorded in certain Uniform Commercial Code records of the Chancery Clerk of Panola County, Mississippi, and the Secretary of State of Mississippi; and

WHEREAS, default has been made by AKI in the payment of said indebtedness and under the terms of the agreement granting said security interest; and

WHEREAS, in view of said default, Assignor, as foreclosing creditor, has proceeded to offer AKI's said all trade names, trademarks, trademark registrations and applications therefor, and goodwill of the business associated therewith for sale at public auction on September 7, 2001, to the highest and best bidder in accordance with applicable Mississippi law; and

WHEREAS, Air Kontrol II, Inc. ("Assignee"), a corporation organized and existing under the laws of the State of Mississippi, made the highest and best bid for AKI's said all trade names, trademarks, trademark registrations and applications therefor, and goodwill of the business associated therewith, and they were struck off to the Assignee, and the Assignee was

declared the purchaser thereof:

NOW, THEREFORE, for and in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the full sufficiency and receipt of which is hereby acknowledged, Assignor, as foreclosing creditor, hereby sells, assigns and transfers to the Assignee identified hereinabove all right, title and interest of AKI as well as of Assignor in and to those trade names, trademarks, trademark registrations and applications therefor, together with the goodwill of the business associated therewith, both domestic and foreign, forever, together with the entire right, title, and interest in and to any and all renewals of said trademark registrations and any trademark registrations that may issue from any of said trademark applications, both domestic and foreign, forever, together with any and all of the rights, privileges, and causes of action arising thereunder, forever, if any. This Assignment constitutes the full and final agreement between Assignor and Assignee regarding the subject matter hereof. No warranty or representation regarding the subject matter hereof is made by Assignor except as specifically stated herein.

WITNESS the signature of Assignor on this, the 24th day of October, 2001.

BANCORPSOUTH BANK

By: [Signature]
Title: Senior Vice Pres.

STATE OF MISSISSIPPI
COUNTY OF LEE

PERSONALLY APPEARED BEFORE ME, the authority in and for the jurisdiction aforesaid, of Tim Roberts, known to me to be the SVP of BANCORPSOUTH BANK, a Mississippi banking corporation, who acknowledged that he/she executed the within and foregoing Assignment of Trade Names, Trademarks, and Registrations and Applications Therefor (with its attached Schedule A of three pages) on the day and year therein stated as the act and deed of said corporation, having first been duly authorized so to do.

THIS, the 24th day of October, 2001.

[Signature]
NOTARY PUBLIC

My commission expires:

MY COMMISSION EXPIRES:
MARCH 9, 2005

MY COMMISSION EXPIRES:
MARCH 9, 2005

(SEAL)

Schedule A

United States Trademark Registrations and Applications

Attorney Docket No.	Mark	Country	Appl. No.	Date		Issued Reg. No.	Date Registered
				Filed	Registered		
91,177	MAXI-PLEAT	U.S.A.	74/224,967	11/25/1991	1,707,994	8/18/1992	
91,176	AIR MEDIC	U.S.A.	74/225,625	11/27/1991	1,713,426	9/8/1992	
91,178	U-TRIM & design	U.S.A.	74/232,635	12/23/1991	1,759,731	3/23/1993	
92,011	KWIKFIT A-JUST-TO-SIZE	U.S.A.	74/251,800	3/3/1992			
92,090	KWICK KLEAN (stylized)	U.S.A.	74/302,348	8/10/1992	1,807,329	11/30/1993	
92,092	KUSTOMFIT	U.S.A.	74/302,349	8/10/1992	1,772,655	5/18/1993	
92,133	ODOR KONTROLLER	U.S.A.	74/302,350	8/10/1992	1,774,774	6/1/1993	
92,091	DUSTABATER (stylized)	U.S.A.	74/302,826	8/10/1992	1,794,843	9/28/1993	
	H.E.L.P.	U.S.A.	74/330,967	11/13/1992	1,826,892	3/15/1994	
93,039	DUST COP & design	U.S.A.	74/388,121	5/10/1993			
93,040	BIO-KONTROL & design	U.S.A.	74/389,025	5/11/1993	1,822,588	2/22/1994	
93,193	POLLEN NET (stylized)	U.S.A.	74/481,412	1/24/1994			
93,192	THE EXTRACTOR (stylized)	U.S.A.	74/481,654	1/24/1994			
94,048	DUSTPATROLLER & design	U.S.A.	74/513,117	4/18/1994	1,890,987	4/25/1995	
	POLLEN-EZE (stylized)	U.S.A.	74/538,499	6/16/1994	1,949,667	1/16/1996	
	TOTAL SCENTS	U.S.A.	74/719,809	8/24/1995			
	AIRKONTROL	U.S.A.	74/726,069	9/7/1995	2,164,970	6/16/1998	
	SEASON SMART	U.S.A.	75/003,204	10/10/1995	2,045,082	3/11/1997	

Foreign Trademark Registrations and Applications

Attorney Docket No.	Mark	Country	Appl. No.	Date Filed	Issued Reg. No.	Date Registered
91,176A	AIR MEDIC	Canada	752,765	4/22/1994		
91,177A	MAXI-PLEAT	Canada	752,764	4/22/1994	TMA 441,115	3/24/1995
94,057A	KONTROL PAK	Canada	752,763	4/22/1994	TMA 441,114	3/24/1995
94,058	KONTROL FLO	Canada	752,762	4/22/1994	TMA 455,001	3/8/1996

Unregistered (Common Law) Trademarks

HELPA	U-TRIM	DUST KONTROLLER	KONTROL-PAK
KWICK KLEAN	HOMEAIRE	EVERLAST	RHC
RHG	AK300C	AK400C	AK500A
AK1900C	AK1000A	AK150C	AK1601A
FIRE PROTECTOR	AK700A	MODEL ES	AK752C
FILTER PLUS	AK770C	AK725R	AKX
AKX FILTER CLEANER	AKX COIL CLEANER	AK40GFR	CHANGE-A-PAD
AK800	KONTROL SEAL	KFAM2025V	EXTRACTOR
EXTRACTOR+	KFAM2530V	PN2025V	PNP2025V
ECONO-PLEAT	CHANGE-A-PLEAT	KONTROL FLO	AIRO-FLO
TURBO2000	MEGA-PAK	MEGA-PAK V	MICRO-KONTROL
CHANGE A PAD	DUSTABATER	SWAMP PAD	DUST COP
BIO-KONTROL	POLLEN NET	THE EXTRACTOR	DUSTPATROLLER
POLLEN-EZE	AIR KONTROL	H.E.L.P.A.	AIR MEDIC+