12-30-2002

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

TRADEMARKS ONLY

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

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): 12-18-02
AAF-McQuay, Inc.
10300 Ormsby Park Place, Suite 600
Louisville, KY 40223

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State Delaware
☐ Other _____

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

2. Name and address of receiving party(ies)
Name: Bank of America, N.A., as Collateral Agent
Internal Address: _____
Street Address: 231 South LaSalle Street
City: Chicago State: IL Zip: 60697

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☑ Other National Banking Association

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 Notice of Grant of Security Interest
Execution Date: December 5, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) SEE ATTACHED SCHEDULE
B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE
Additional number(s) attached ☑ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Steven D. Thomas
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street
Suite 800
City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 70

7. Total fee (37 CFR 3.41).....$ 1,765.00
☑ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:
50-2316

FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas	Steven D. Thomas	December 18, 2002
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 06

12/27/2002 LMUELLER 00000181 2487582
01 FC:8521 40.00 OP
02 FC:8522 1725.00 OP

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

Schedule 1
Notice of Grant of Security Interest in Trademarks

AAF-McQuay Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
D and Design	2487582	9/11/01
DUSTWATCH	2579978	6/11/02
DURAFLEX	2489394	9/11/01
DUCT DEMON	2458578	6/5/01
PERFECTPLEAT	2422262	1/16/01
SAAF-TAC	2511029	11/20/01
AIRCOBRA	2547964	3/12/02
HYDROCEL	2475039	8/7/01
MICROKLEAN	2423926	1/23/01
D and Design	2195534	10/13/98
DIRT DEMON	2195533	10/13/98
ELECTROKLEAN	2231591	3/16/99
OPTIFLOW DUSTCATCHER	2126299	12/30/97
OPTIFLO	2043683	3/11/97
MILLENNIUM	2100150	9/23/97
ELECTROPLEAT	2053585	4/15/97
AIRDEMON	2022617	12/1/96
BIO-CEL I	1919533	9/19/95
MICROTECH	1881975	3/7/95
ACCESSAIR	1628197	12/18/90
SURE-FLOW	1413242	10/14/86
DURAFLEX	1366749	10/22/85
AMER-PAK	1309888	12/18/84
AMER-SEAL	1256770	11/8/83
AM-AIR	1226571	2/8/83
DURACEL	1102617	9/19/78
FABRI-PULSE	1074950	10/11/77
AMER-FRAME	985491	6/4/74
VARICEL	968629	9/18/73
ARRESTALL	975479	12/25/73
BETTER AIR IS OUR BUSINESS	995280	10/8/74
ROOFPAK	851030	6/18/68
KINPACTOR	835932	9/26/67
AAF Stylized Letters	847371	4/9/68
DYNAPURE	813442	8/23/66
INCREMENTAL	810778	7/5/66
ROLL-O-MAT	792917	7/20/65
ASTROCEL	782838	1/5/65
MCQUAY	819495	11/29/66
MCQUAY	813449	8/23/66
ROLL-O-PAK	792216	7/6/65
SEASONCON	783212	1/12/65
SEASONPAK	786010	3/2/65
SEASONVENT	767177	3/24/64

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Mark	Registration No.	Registration Date
DRI-PAK	724498	11/28/61
AMER-KOOL	666306	8/26/58
ROLL-O-MAT Stylized Letters	634245	9/11/56
AMERVENT Stylized Letters	616846	11/29/55
ROLL-O-MATIC Stylized Letters	607283	6/14/55
AUTO-AIRMAT Stylized Letters	562877	8/12/52
AAF Stylized Letters	564949	10/7/52
AAF Stylized Letters	564383	9/23/52
AAF Stylized Letters	562807	8/12/52
HERMAN NELSON	561478	7/15/52
AAF Stylized Letters	553028	1/8/52
AMER-GLAS	538999	3/6/51
AAF and Design	510447	5/31/49
AAF and Design	535996	1/9/51
AAF and Design	530183	8/14/50
ROTO-CLONE	589862	5/18/54
REMINGTON and Design	439847	7/27/48
CYCOIL	377820	5/14/40

Pending Applications

Mark	Application No.	Filing Date
REMINGTON	78143192	7/11/02
HERMAN NELSON	78143187	7/11/02
AIRSHELTER	76441490	8/19/02
VARISORB	76361287	1/22/02
AMERSORB	76361174	1/22/02
AIRSHELTER	76346714	12/10/01
MAILSHELTER	76346713	12/10/01
MEGACEL	75841341	11/5/99

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NOTICE OF

GRANT OF SECURITY INTEREST

IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 5, 2002 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AAF-MCQUAY INC., a Delaware corporation

By: Bruce D Krueger
Name: Bruce D. Krueger
Title: CFO and Vice President

By: Ron J Ped
Name: Ronald J. Pederson
Title: Treasurer

Grantor's Address:
10300 Ormsby Park Place, Suite 600
Louisville, Kentucky 40223

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By:_____
Name: Michael Brashler
Title: Senior Agency Officer

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Very truly yours,

AAF-MCQUAY INC., a Delaware corporation

By:_____
Name: Bruce D. Krueger
Title: CFO and Vice President

By:_____
Name: Ronald J. Pederson
Title: Treasurer

Grantor's Address:
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Louisville, Kentucky 40223

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BANK OF AMERICA, N.A., as Collateral Agent

By:_____
Name: Michael Brashler
Title: Senior Agency Officer

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