

01-09-2003



Tab settings ⇨ ⇨ ⇨ ▼ ▼

102332539

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

1. Name of conveying party(ies):
The Climate Control Group, Inc.

12-17-02

- ☐ Individual(s) ☐ Association
☐ Corporation-State
☐ Other

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **April 13, 2001**

2. Name and address of receiving party(ies)
Name: **Foothill Capital Corporation**

Internal

Address:

Street Address: **2450 Colorado Avenue**

City: **Los Angeles** State: **CA** Zip: **90404**

☐ Individual(s) citizenship

☐ Association

☐ General Partnership

☐ Limited Partnership

☒ Corporation-State **California**

☐ 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1624527; 1983547; 2127281; 1980619

Additional number(s) attached ☐ Yes ☒ No

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

Name: **Stanley Seuradge**

Internal Address: **Schulte Roth & Zabel LLP**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved: **4**

7. Total fee (37 CFR 3.41)..... \$ **115.00**

☐ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel LLP

(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.

Stanley Seuradge

Name of Person Signing

Signature

December 17, 2002

Date

Total number of pages including cover sheet, attachments, and document: **4**

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

01/09/2003 TDIAZ1 00000028 500675 1624527

01 FC:8521 40.00 CH
02 FC:8522 75.00 CH

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, THE CLIMATE CONTROL GROUP, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of February 13, 2001 (the "Security Agreement") in favor of FOOTHILL CAPITAL CORPORATION, as arranger and administrative agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby pledge and collaterally assign unto the Assignee and grant to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 13, 2001.

THE CLIMATE CONTROL GROUP, INC.

By: 

Name: V.P.

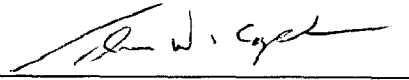
Title:

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 13th day of April, 2001, before me personally came Tony M. Shelby, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of THE CLIMATE CONTROL GROUP, INC., a _____ corporation, and that he executed the foregoing instrument in the firm name of _____, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



THOMAS W. CAPLIS
Notary Public, State of New York
No. 01CA6024777
Qualified in New York County
Commission Expires May 17, 2001

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

TRADEMARKS

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Place of Registration</u>	<u>Issue Date</u>
"APR Corporation"	1624527	United States	11/27/90
"Hygromic"	1983547	United States	07/02/96
"APR"	2127281	United States	01/06/98
"Hygrodyne"	1980619	United States	06/18/96

TRADEMARK LICENSES

NONE

SCHULTE ROTH & ZABEL LLP

919 Third Avenue
New York, NY 10022
(212) 756-2000
fax (212) 593-5955

www.srz.com

Writer's Direct Number
(212) 610-7495

Writer's E-mail Address
stanley.seuradge@srz.com

December 17, 2002

BY HAND

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

Re: Trademark Security Agreement
The Climate Control Group/Foothill Capital Corporation
Our Reference No.: 099999/1416

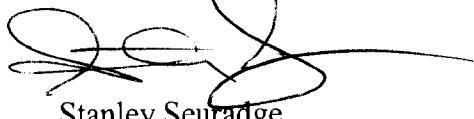
Dear Sir or Madam:

Enclosed is a Trademark Security Agreement for the above-referenced matter.

We authorize the deduction from Schulte Roth & Zabel LLP's Deposit Account No. 500675 of \$115.00, plus any deficiencies therein, to cover recordation fees, and we enclose an extra copy of the Document Cover Sheet for this purpose.

Please contact me with any questions.

Very truly yours,



Stanley Seuradge
Legal Assistant

Enclosures

cc Santo Manna, Esq.

9167713.1

RECORDED: 12/17/2002

**TRADEMARK
REEL: 2644 FRAME: 0641**

TRADEMARK FEE PROCESS
RECEIVED
2002 DEC 17 P 2:09
US PATENT &
TRADEMARK OFFICE

30