

03-03-2003

SHEET

OMB No. 0651-0027 (exp. 5/31/2002)



ILY

102378298

To the Honorable Commissioner of Patents and Trademarks Original documents or copy thereof.

1. Name of conveying party(ies):

MFRI, INC.

210-03

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

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

3. Name of conveyance:

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

Execution Date: SEPTEMBER 27, 2002

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

Name: THERMAL CARE, INC.

Internal Address:

Street Address: 7720 North Lehigh Avenue

City: Niles State: Illinois Zip: 60714

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

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

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? No

OFFICE OF THE COMMISSIONER
2003 FEB 10 AM 10:40
FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,045,868 Registered: March 18, 1997

Additional numbers attached? No

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

Name: Roger H. Stein, Esq.
 Internal Address: Wallenstein & Wagner, Ltd.
 Street Address: 311 South Wacker Drive, 53rd Floor
 Chicago, IL 60606-6630

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41): \$40.00

Authorized to be charged to deposit account

8. Deposit account number: 23-0280
(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.

Roger H. Stein Reg. No. 30,861
Name and Registration No. of Person Signing

Signature

February 5, 2003
Date

W&W File No.: 5858T002
(RHS/cmv/166834.1)

Total number of pages including cover sheet, attachments, and documents:

02/26/2003 TDI A21 00000088 2045868

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40.00 DP

TRADEMARK

REEL: 002680 FRAME: 0684

DA

CONFIRMATORY TRADEMARK ASSIGNMENT

WHEREAS, MFRI, Inc. ("ASSIGNOR"), a corporation organized and existing under the laws of the state of Delaware, having its principal office and place of business at 7720 North Lehigh Avenue, Niles, Illinois 60714, was the owner of the trademark(s) and Trademark Registration(s) identified on the attached Schedule A;

WHEREAS, Thermal Care, Inc. ("ASSIGNEE"), a corporation organized and existing under the laws of the state of Delaware, having its principal office and place of business at 7720 North Lehigh Avenue, Niles, Illinois 60714, acquired the entire right, title and interest in, to and under the above listed trademark(s) and the Registration(s) thereon as well as all common law rights in the trademarks including the right to sue and recover for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby confirm the sale, assignment, transfer and conveyance to ASSIGNEE, its successors and assigns, the entire right, title and interest in, to and under the said trademark(s) and Registration(s) together with the good will of the business symbolized by such trademark(s) and Registration(s), as well as all common law right in such trademark(s) and Registration(s), including the right to sue and recover for past infringement(s) thereof and any renewals and extensions thereof which exist or may be secured, to the full end of the term for which said Registration(s) are granted, under the laws now or hereafter in effect in the United States.

IN WITNESS WHEREOF, ASSIGNOR has caused this Confirmatory Trademark Assignment to be signed by an authorized officer thereof, this 27 day of SEPTEMBER, 2002 and effects the assignment of said trademark(s) and Trademark Registration(s) identified on the attached Schedule A as of January 1, 1999.

MFRI, Inc.

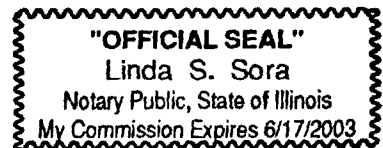
By: Brad Mautner
Name: BRAD MAUTNER
Position: VICE PRESIDENT

STATE OF ILLINOIS)
COUNTY OF COOK)

I, a Notary Public in and for the County and State aforesaid, do hereby certify that BRAD MAUTNER is known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed, sealed, and delivered said instrument in his/her legal capacity as an officer of the foregoing for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and Notarial Seal this 27th day of SEPTEMBER, 2002.

Linda S. Sora
Notary Public



(157244.1)

Schedule A

THERMAL CARE (Class 11); U.S. Registration No. 2,045,868; Registered: March 18, 1997.