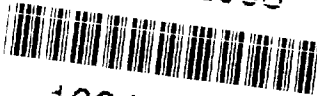


05-14-2003



102447828

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) 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):

AGA Foodservice Group plc

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Public Limited Company of United Kingdom

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

2. Name and address of receiving party(ies)

Name: Friatec Sed Ventilsysteme GmbH

Internal

Address:

Street Address: Raiffeisenstrasse 10 A+D

City: D-74906 State: Germany Zip: Bad Rappenau

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Germany, 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: July 9, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,940,635

Additional number(s) attached Yes No

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

Name: Bruce J. Rose

Internal Address: Alston & Bird LLP

Bank of America Plaza

Street Address: 101 S. Tryon Street,

Suite 4000

City: Charlotte State: NC Zip: 28280-4000

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:

16-0605

DO NOT USE THIS SPACE

9. Signature.

Bruce J. Rose Name of Person Signing

Signature

May 5, 2003 Date

Total number of pages including cover sheet, attachments, and document: 9

7/13/03 ESDOPER 00000041 1940635

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

FC:021

40.00 BP

TRADEMARK REEL: 002731 FRAME: 0629

AGREED FORM

DATED 9 July 2001

AGA FOODSERVICE GROUP plc

and

FRIATEC SED VENTILSYSTEME GmbH

TRADE MARK ASSIGNMENT DEED

ALLEN & OVERY

LONDON
CO:807927.6

TRADEMARK
REEL: 002731 FRAME: 0630

THIS DEED OF ASSIGNMENT is made on 9 July 2001 between:

- (1) **AGA FOODSERVICE GROUP plc** (registered number 354715) whose registered office is at Headland House, New Coventry Road, Sheldon, Birmingham, B26 3AZ, England (the "Assignor"); and
- (2) **FRIATEC SED VENTILSYSTEME GmbH** (registered number HRB 5519) whose registered office is at Raiffeisenstrasse 10 A+D, D-74906 Bad Rappenau, Germany (the "Assignee").

BACKGROUND:

- (A) The Assignor is the registered proprietor of the trade marks listed in the Schedule (the "Trade Marks").
- (B) By a share sale agreement dated 21st January 2001 (the "Share Sale Agreement") the Assignor has agreed to sell, or procure the sale of, the Shares (as defined therein) to Etex Group S.A.
- (C) Under the terms of the Share Sale Agreement the Assignor has agreed to transfer the Trade Marks to the Assignee.
- (D) The parties now wish to assign the Trade Marks by means of this trade mark assignment.
- (E) It is the intention of the parties that this document be executed as a Deed.

IT IS AGREED:

1. In consideration of the sum of £1 (receipt of which is hereby acknowledged by the Assignor), the Assignor hereby assigns to the Assignee all its right, title and interest in the Trade Marks and owned by the Assignor free of all liens, charges, options and encumbrances.
2. This assignment includes all rights, privileges and advantages relating to the Trade Marks including, without limitation, the right of the Assignee to bring action and claim relief in respect of any infringement or unauthorised use of the Trade Marks whether occurring before or on the date of this assignment.
3. The Assignor agrees, at the request of the Assignee, to provide all assistance which the Assignee reasonably considers necessary in connection with bringing or defending any

proceedings in relation to the Trade Marks. The Assignee shall pay all reasonable out of pocket expenses incurred by the Assignor in providing the assistance.

4. The Assignor agrees, at the request of the Assignee, to execute any documents and to do all things, in accordance with costs provisions of sub-clause 21(9) of the Share Sale Agreement, which may in the reasonable view of the Assignee be necessary to give effect to this assignment, including, but not limited to, effecting registration of the assignment at the UK Patent Office.
5. The Assignee acknowledges that the Assignor does not give any indemnity, guarantee, representation or warranty in respect of the Trade Marks in this assignment.
6. This assignment is governed by English law and the parties submit to the exclusive jurisdiction of the English courts for all purposes relating to this assignment. The Assignee appoints Marley plc of 1 Suffolk Way, Sevenoaks, Kent, TN13 1SD (or such other member of the Assignee's Group which is a company incorporated in England and Wales and which the Assignee may subsequently notify to the Assignor in accordance with this assignment) as its agent for service of process, such service to be marked "for the attention of the Company Secretary".

SCHEDULE**REGISTERED TRADE MARKS**

TRADE MARK	COUNTRY	CLASS(ES)	NUMBER	DATE
SED	ITALY	6,9&20	697034	22.06.94
SED	SWEDEN	6,9&20	309.61	08.03.96
SED	BENELUX	6,7,9&20	563925	7.06.94
SED	FRANCE	6,9&20	94523290	6.06.94
SED	GERMANY	9,11	1180407	21.08.91
SED	UK	20 (Part A)	1570072	26.4.94
SED	UK	6 (Part A)	1570070	26.4.94
SED	UK	9 (Part A)	1570071	26.4.94
SED	USA	6,9&20	1940635	12.12.95

IN WITNESS of which each of the parties has executed this assignment as a deed.

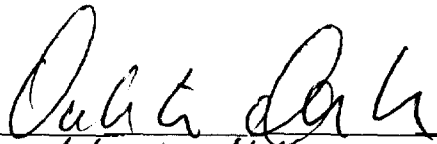
EXECUTED as a deed by)
 AGA FOODSERVICE GROUP plc) *W. McCreath*
 acting by Director)
 and Director/Secretary) *D. [Signature]*

EXECUTED as a deed by)
 FRIATEC SED VENTILSYSTEME GmbH) *Andreas [Signature]*
 acting by Director)
 and Director/Secretary) *Robert [Signature]*

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Bruce J. Rose, a member of the Bar of the State of North Carolina, and a member of the firm of ALSTON & BIRD LLP, Bank of America Plaza, 101 South Tryon Street, Suite 4000, Charlotte, North Carolina 28280-4000, is hereby designated Applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

FRIATEC SED VENTILSYSTEME GMBH


By: Valentin Matt
Title: Managing Director

This the 12th day of March, 2002