

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
CONSERVATION ENERGY SYSTEMS INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Canada
 Other _____

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

2. Name and address of receiving party(ies):
VENMAR VENTILATION INC.
550, Boul. Lemire
Drummondville
Quebec, Canada J2C 7W9

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Canada
 Other _____

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 8, 2003

4. (A.) Trademark Application No.(s)

Additional numbers attached? Yes No

4. (B.) Trademark Registration No. (s)
1317962

5. Correspondence should be mailed to:

**VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017**

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

7. Total fee (37 CFT 3.41): \$ 40.00

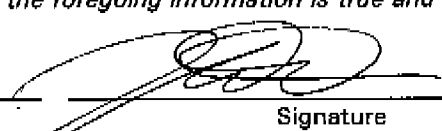
Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM  2/3/04
Name of Person Signing Signature Date

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

CH \$40.00 010036 1317962

11/25/03 TUE 10:18 FAX 5143978515
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AOU-19-03 MAR 02:22 PM VENMARK VENTILATION

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03/19/03 WED 12:22 FAX 5143978518
JAN-22-2003 16:09

ABELMAN FRAYNE

BCF BK

212 949 9190

P. 02/02

004

REVOCATION

AND

NEW POWER OF ATTORNEY

Mark: vanEE-

Registration No.: 1317962

Serial No.:

Class(es):

Owner: Venmark Ventilation Inc.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Abelman, Frayne & Schwab, whose postal address is 150 East 42nd Street, New York, New York 10017, U.S.A. is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

LAWRENCE E. ABELMAN
JEFFREY A. SCHWAB
NORMAN S. BEIER
VICTOR M. TANNENBAUM
PETER J. LYNFIELD

ALAN J. HARTNICK
CARIDAD PIÑEIRO SCORDATO
JULIANNE ABELMAN
JONATHAN W. GUMPORT
MARSHA G. AJHAR

members of the Bar of the State of New York, whose address is

ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017 U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By: *Daniel J. Lerner*

Date: 08-19-03 TRADEMARK

TRADE-MARK ASSIGNMENT

Between: **Conservation Energy Systems Inc. Corporation Canada, Box 8280
Saskatoon, Saskatchewan, Canada S7K 6C6**

(Hereinafter referred to as "the Assignor")

And: **Venmar Ventilation Inc., 550, Boul. Lemire, Drummondville, Quebec,
Canada, J2C 7W9**

(Hereinafter referred to as "the Assignee")

We, the Assignor, owner of the trade-mark VANBE & Design, U.S. Registration No. 1,317,962, in consideration of \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby sell and assign to Venmar Ventilation Inc. of the above-mentioned address, all our rights, titles and interests in and to the said trade-mark and registration, together with the goodwill of the business attached to the wares or services in respect of which this trade-mark is used, and the right to recover for past infringement of the said trade-mark.

SIGNED at AUG, this 8th day of July 2003.

Conservation Energy Systems Inc. Corporation Canada

Per:

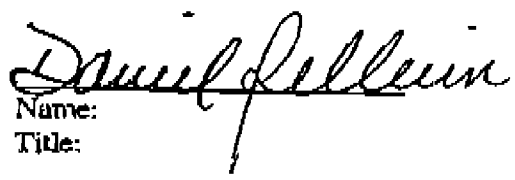


Name: MAURY WAWRYK
Title: GENERAL MANAGER

ACCEPTED at March, this 18 day of July 2003.

Venmar Ventilation Inc.

Per:



Name:
Title: