

3/11/04

REC

03-30-2004



To the Honorable Commissioner of Patents

Original documents or copy thereof.

1. Name of conveying party(ies): Ceramic Cooling Corporation, Inc.

102707933

, party(ies):

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

Name: United Dominion Industries, Inc.

Address: 13515 Ballantyne Corporate Place

MAR 11 2004

City: Charlotte State/Country: NC ZIP: 28277

Date of execution of attached Document: July 31, 2002

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- 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) 76/365,008

B. Trademark Registration Number(s): 1,077,133; 1,337,925; 1,578,125; 1,658,616; 2,268,791; 1,236,808; 1,455,341; 1,563,234; and 1,872,388.

C. Additional numbers attached? Yes No.

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

Name: John H. Weber
Internal Address: BAKER & HOSTETLER LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5304

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2036

Atty. Dkt. No.: 87280.00001

(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.

John H. Weber
Name of Person Signing

Signature

March 11, 2004
Date

Total number of pages comprising cover sheet: 3

03/29/2004 ECOOPER 00000074 76365008

01 FC:8321 40.00 OP
02 FC:8322 225.00 OP

INTELLECTUAL PROPERTY TRANSFER AGREEMENT

This agreement is made this 31st day of July 2002, by and between United Dominion Industries, Inc., a Delaware corporation ("UDI"), and Ceramic Cooling Tower Corporation, Inc., a Delaware corporation ("CCT").

For good and valuable consideration, receipt of which is hereby acknowledged, and pursuant to the agreements and obligations of BDCP Holding Corporation, a Delaware corporation ("BDCP"), under the Asset Purchase Agreement by and among SPX Corporation and BDCP (the "Purchase Agreement"), CCT, a wholly owned subsidiary of BDCP, hereby assigns, conveys and transfers to UDI all of the Intellectual Property, as defined in the Purchase Agreement, that is among the Assets conveyed to SPX Corporation under the Purchase Agreement. As provided in the Purchase Agreement, such Intellectual Property includes, but is not limited to: (a) the Trademarks and Patents (including, without limitation, the applications therefor) listed in Attachment A hereto; (b) the right to sue at law, or in equity, for any infringement or other impairment of the Intellectual Property, including the right to collect damages, including, without limitation, past damages, and proceeds therefrom; and (c) the goodwill pertaining to the Trademarks.

All capitalized terms not defined herein shall have the meanings given to such terms in the Purchase Agreement.

Nothing contained herein shall be deemed to alter, modify, expand or diminish the terms and provisions of the Purchase Agreement.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Transfer Agreement to be duly executed as of this 31st day of July 2002.

Ceramic Cooling Tower Corporation, Inc.
By: [Signature]
Print Name: Greiser
Title: Attorney in fact

United Dominion Industries, Inc.
By: [Signature]
Print Name: DANIEL I. LADENBERGER
Title: ATTORNEY IN FACT

APPENDIX A

Registration/ Application Number	Trademark
1,077,133	CCT (& Design)
1,337,925	THERMOLITE
1,578,125	ULTRALITE
1,658,616	UNILITE
2,268,791	Grid Logo
1,236,808	PERMALITE
1,455,341	PERMAGRID
1,563,234	ULTRALITE
1,872,388	CCT(& Design)
76/365008	PERMALITE

Patent Number	Title
5,851,446	Rigid Cooling Tower
5,155,961	Lightweight Cooling Tower with Cruciform Columns
5,028,357	Lightweight Cooling Tower with Cruciform Columns
4,976,895	Lightweight Cooling Tower with Fan Supported by a Vertical Liquid Supply Pipe
4,637,903	Lightweight Cooling Tower
4,543,218	Cooling Tower with Concrete Support Structure, Fiberglass Panels, and a Fan Supported by the Liquid Distribution System
4,490,312	Cooling Tower with Interlocking Tiles
4,481,155	Multi-Cell Tiles with Openings for Use in a Liquid Cooling Tower
4,422,983	Fiberglass Reinforced Cooling Tower
4,382,046	Water Cooling Tower with Layers of Multi-Cell Tiles and Spacers
5,236,625	Structural Assembly
5,902,522	Rigid Cooling Tower and Method of Constructing A Cooling Tower
5,155,961	Lightweight Cooling Tower with Cruciform Columns
4,976,895	Lightweight Cooling Tower with Fan Supported by a Vertical Liquid Supply Pipe