

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings: → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		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): American Plumbing & Mechanical, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> Corporation - a Delaware corporation <input type="checkbox"/> Other - Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Ableco Finance LLC Internal Address: 299 Park Avenue, 22nd Floor Street Address: 299 Park Avenue, 22 nd Floor City: New York State: NY Zip: 10170 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - a Delaware limited liability company <input type="checkbox"/> Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: October 1, 2004		4. Application number(s) or registration number(s): A. Trademark Application No.(s): 76/869,804 B. Trademark Registration No.(s) 2,415,933; 2,443,395 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Reine H. Glanz, Esq. Internal Address: <u>Schulte Roth & Zabel LLP</u> Street Address: <u>919 Third Avenue</u> City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10022</u>		6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41).....\$90.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>No. 50-0675 - Schulte Roth & Zabel LLP</u> <u>(order number: 014951/0502)</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> Reine H. Glanz Name of Person Signing Signature Date: October 9, 2004 Total number of pages including cover sheet, attachments, and document: 10					

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20514

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Form PTO-1594 (Rev. 09-03) OMB No. 0651-0027 (exp. 3/31/2002) Tab settings → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
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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. Reine H. Glanz Name of Person Signing Signature October 19, 2004 Date					
Total number of pages including cover sheet, attachments, and documents: 10					

Not documents to be retained with required cover sheet information for
Commissioner of Patents and Trademarks, U.S. Department
Washington, D.C. 20530

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, American Plumbing & Mechanical, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, 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 October 5, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agent and the Lenders (as such terms are defined in the Security Agreement) 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 and any and all damages arising from past, present and future violations 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, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agent and the Lenders (as such terms are defined in the Security Agreement) 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
signed by an officer thereunto duly authorized as of ~~September~~ October 1, 2004.

AMERICAN PLUMBING & MECHANICAL, INC.

By: 

Name: Robert Christianson

Title: Chief Executive Officer

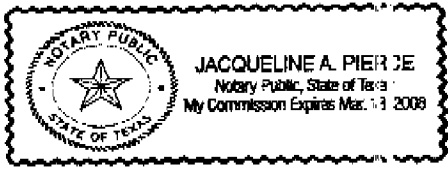
STATE OF Texas

ss.:

COUNTY OF Williamson

On this 1 day of October, 2004, before me personally came Robert Christianson, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the CEO of American Plumbing & Mechanical Inc., a Corporation, and that s/he executed the foregoing instrument in the firm name of American Plumbing & Mechanical Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Jacqueline A. Pierce



SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Company	Country	Trademark	Registration No.	Registration Date
American Plumbing & Mechanical, Inc.	USA	AMPAM	2,419,933	January 9, 2001
American Plumbing & Mechanical, Inc.	USA	AMPAM and Design	2,443,395	April 10, 2001
AMPAM Plumbing & Mechanical, Inc.	USA	Taking Care of Business	76/869,804	App ication Abandoned