

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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 Precision Industries Inc.
2777 Walden Avenue
Buffalo, New York 14225

- Individual(s)
- General Partnership
- Association
- Limited Partnership

- Corporation-State Delaware
- Other: _____

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

2. Name and address of receiving party(ies)

Name: API Heat Transfer Inc.

Internal
Address: _____

Street Address: 2777 Walden Avenue

City: Buffalo State: New York Zip: 14225

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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
- Security Agreement
- Merger
- Change of Name

Other _____

Execution Date: February 27, 2002

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

A. Trademark Application No.(s)
75764476 PCR

B. Trademark Registration No.(s)
0913449 CENTRAFLOW 1083892 OPTIDESIGN 1919561 TC
0853552 MISCELLANEOUS DESIGN

Additional number(s) attached Yes No

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

Name: Michael Bevilacqua, Esquire
Internal Address: Wilmer Cutler Pickering Hale and Dorr LLP
Street Address: 60 State Street
City: Boston State: Massachusetts Zip: 02109

6. Total number of applications and registrations involved: FIVE (5)

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

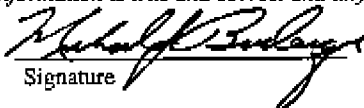
8. Deposit account number:
08-0219
(Attach duplicate copy of this page if paying by deposit account)

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.

Michael Bevilacqua, Esquire
Name of Person Signing


Signature

11/24/04
Date

Wilmer Cutler Pickering Hale and Dorr LLP Attorney Reference Number: 289.521.127

Total number of pages including cover sheet, attachments, and document: 3

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

Please return via FACSIMILE to:

Michael J. Bevilacqua, Esquire @ 617-526-5000

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TRADEMARK

REEL: 002983 FRAME: 0446

CH \$140.00 080219 75764476

ASSIGNMENT

For one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **AMERICAN PRECISION INDUSTRIES INC.**, having its principal office and place of business at 2777 Walden Avenue, Buffalo, New York 14225, a Corporation organized and existing under the laws of the State of Delaware, (**hereinafter "Assignor"**), confirms that it has sold, transferred, and assigned, and by these presents does hereby sell, transfer, and assign to **API HEAT TRANSFER INC.**, having its principal office and place of business at 2777 Walden Avenue, Buffalo, New York 14225, a Corporation organized and existing under the laws of the State of New York, (**hereinafter "Assignee"**), the entire right, title, and interest including all common law rights in and to certain of its trademarks, service marks and trade names (hereinafter a part of this Assignment, together with all applications and registrations therefore throughout the world, and together with the good will of the business connected with the use of and symbolized by the Marks and with all rights of protection and all claims for past infringement thereof throughout the world.

Assignor covenants that it has the full right and power to convey the entire interest herein assigned, and that it has not executed and shall not hereafter execute any document in conflict with this assignment. Assignor further covenants that it will at any time and at the request of Assignee execute such documents and take such other action that in the opinion of Assignee may be desirable or necessary to secure to Assignee, its successors, legal representatives and assigns, all rights conveyed and intended to be conveyed by this instrument.

Signed ~~and sealed~~ this 21st day of February, 2002.

AMERICAN PRECISION INDUSTRIES INC.

By: Chris McManis

Title: _____

District of Columbia
~~STATE OF: New York~~)
Washington) ss:
~~COUNTY OF: Erie~~)

Before me this 19 day of February, 2002, personally appeared Chris McManis, known to me and who acknowledged to me that he/she is Vice President of API, and that he/she executed the foregoing instrument on behalf of and as the free act and deed of Chris McManis.

Christina Bluest
 Notary Public

My Commission Expires January 1, 2007

EXHIBIT A
SCHEDULE OF ASSIGNED MARKS

A. United States Applications/Registrations:

| <u>Mark</u> | <u>U.S. Application No.</u> | <u>Filing Date</u> | <u>U.S. Reg. No.</u> | <u>Reg. Date</u> | <u>Status</u> |
|---------------------|-----------------------------|--------------------|----------------------|------------------|---------------|
| BASCO | 72/362,983 | 6/18/70 | 932,242 | 4/1/72 | In Force |
| CENTRAFLOW | 72/360,666 | 5/25/70 | 913,449 | 6/8/71 | In Force |
| OPTIDESIGN | 73/107,718 | 11/26/76 | 1,083,892 | 1/31/78 | In Force |
| TC | 74/580,585 | 9/30/94 | 1,919,561 | 9/19/95 | In Force |
| DOCSQUARE DESIGN | 72/257,123 | 10/25/66 | 853,552 | 7/30/68 | In Force |
| PCR | 75/764,476 | 7/30/99 | Pending | Pending | Pending |

B. State Applications/Registrations:

| <u>Mark</u> | <u>State</u> | <u>Application No.</u> | <u>Filing Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Status</u> |
|-------------------------------|--------------|------------------------|--------------------|-----------------|------------------|---------------|
| API AIRTECH (Service Mark) | NY | 961042 | 10/1/96 | S-15340 | 10/25/96 | In Force |

C. Foreign Applications/Registrations:

| <u>Mark</u> | <u>Country</u> | <u>Application No.</u> | <u>Filing Date</u> | <u>Reg. No.</u> | <u>Reg. Date</u> | <u>Status</u> |
|-------------|----------------|------------------------|--------------------|-----------------|------------------|---------------|
| BASCO | Japan | S4-010945 | 2/16/791 | 2012012 | 1/26/88 | In Force |
| BASCO | Canada | 431,569 | 10/30/78 | TMA257489 | 4/10/81 | In Force |
| BASCO | UK | Unknown | Unknown | B1024653 | 2/7/74 | In Force |

D. Unregistered Trademarks, Service Marks and Trade Names: