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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):

PAMECO CORPORATION

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

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

2. Name and address of receiving party(ies)

Name: URD, INC. Internal Address:

Street Address: 818 West Basin Road City: New Castle State: DE Zip: 19720

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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: 7/29/03

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

A. Trademark Application No.(s) 75347349

B. Trademark Registration No.(s) see exhibit "A" (attached)

Additional number(s) attached Yes No

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

Name: Keith N. Leonard, Esquire Internal Address: Leonard Tillery & Sciolla, LLP Suite 1800 Street Address: 1515 Market Street City: Philadelphia State: PA Zip: 19102

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 501665

2003 NOV 17 PM 2: 17 OPR/FINANCE

DO NOT USE THIS SPACE

9. Signature.

Keith N. Leonard, Esquire Name of Person Signing

Signature

11/11/03 Date

11/18/2003 LNWELLER 00000226 501665 75347349 Total number of pages including cover sheet, attachments, and document: 4

01 FC:0521 40.00 BA 02 FC:0522 150.00 BA

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

EXHIBIT "A"
TRADEMARKS BEING ASSIGNED

The following trademarks registered with the United States Patent and Trademark Office are hereby assigned by and from **PAMECO CORPORATION** and its predecessors and successors in interest (referred to herein as "Assignor") **TO URD, INC.** (referred to herein as "Assignee") pursuant to the terms of the attached Assignment of Trademark Agreement (each such trademark being assigned hereunder is individually referred to herein as a "Mark" and all such trademarks are referred to collectively herein as the "Marks"):

1. Pameco, with Serial Number 75347349 and Registration Number 2195697;
2. Thermal Zone, with Serial Number 75346406 and Registration Number 2171450;
3. Power Link, with Serial Number 75014771 and Registration Number 2037945;
4. Pameco, with Serial Number 74441451 and Registration Number 1856081;
5. Pain No-Pain Reclaim, with Serial Number 74337451 and Registration Number 1789662;
6. Thermal Zone, with Serial Number 73799130 and Registration Number 1709632;
7. Thermal Zone, with Serial Number 73798409 and Registration Number 1709886; and

Sum
10/14/03

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (the "Assignment") is made effective the twenty-ninth (29th) day of July 2003, by and between **PAMECO CORPORATION**, a Delaware corporation with a principal place of business at 651 Corporate Circle, Suite 200, Golden, Colorado 80401 (Pameco Corporation and its predecessors and successors in interest shall be referred to herein as "Assignor") **AND URD, INC.**, a Delaware corporation with a principal place of business at 818 West Basin Road, New Castle, Delaware 19720 (referred to herein as the "Assignee").

WHEREAS, Assignor has used and is using in its business various trademarks registered with the United States Patent and Trademark Office as more fully described and listed in Exhibit "A" attached to this Assignment (each such trademark is referred to herein individually as a "Mark" and said trademarks are referred to herein collectively as the "Marks").

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the said Marks together with the goodwill of the business connected with and symbolized by the Marks and the registrations thereof.

WHEREAS, it is desired that the assignment of said Marks and registrations be made of record in the United States Patent and Trademark Office, and all other appropriate Patent and Trademark Offices.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, said Assignor hereby assigns to said Assignee all right, title and interest in and to the said Marks together with the goodwill of the business connected with and symbolized by the Marks and the registrations thereof, and all rights to damages and profits, due or accrued, arising out of past infringements of each such Mark, and the right to sue for and recover for infringements of any such Mark.

Sum
10/16/03

