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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

A-ABC Appliance, Inc.

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

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

1. Nature of conveyance:

- Assignment
- Security Agreement
- Corporation-State
- Merger
- Change of Name

Execution Date: June 6, 2003

2. Name and address of receiving party(ies)

Name: **A-ABC Appliance Acquisition, Inc.**

Internal: c/o Residential Services Group, Inc.

Street Address: 7813 N. Dixie Drive

City: Dayton State: OH Zip: 45414

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,579,560
1,576,826

Additional number(s) attached Yes No

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

Name: Francie R. Gorowitz, Esq.

Internal Address: O'Melveny & Myers LLP

Street Address: 1999 Avenue of the Stars

City: Los Angeles State: CA Zip: 90067-6035

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41)\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500639

(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.

Francie R. Gorowitz
Name of Person Signing

Signature

June 17, 2003
Date

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

4

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

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into this ___ day of June 2003 (the "Effective Date") by and between A-ABC Appliance, Inc., a Texas corporation located at 14001 Distribution Way, Dallas TX 75234 ("Assignor"), and A-ABC Appliance Acquisition, Inc., a Delaware corporation, and its successors and assigns, c/o Residential Services Group, Inc., 7813 N. Dixie Drive, Dayton, OH 45414 ("Assignee").

Assignor desires to transfer and assign to Assignee and Assignee desires to accept from Assignor the trademarks, and any and all registrations and use-based applications for registration pertaining thereto, listed in the attached Schedule A, together with the goodwill of any business connected to and symbolized by such trademarks ("Trademarks").

Assignor hereby assigns, transfers and conveys to Assignee the entire right, title and interest in and to the Trademarks.

This Trademark Assignment is being executed and delivered by the Assignor pursuant to the terms of that certain Asset Purchase Agreement, dated as of May 7, 2003 (as amended, modified or supplemented, the "Purchase Agreement"), among, *inter alios*, Encompass Services Corporation, the Assignor and Residential Acquisition Corp. The Purchase Agreement is incorporated herein by reference and shall control in the event of any conflict, express or implied, with the terms of this Trademark Assignment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Assignment the day and year first above written.

A-ABC APPLIANCE, INC.:

By: 

Title: President

ABC APPLIANCE ACQUISITION, INC.:

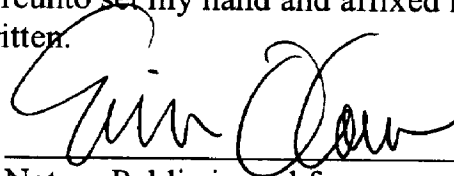
By: 

Title: Secretary

STATE OF TEXAS)
)
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 6th day of June, 2003, by Todd A. Matheme as President of A-ABC Appliance, Inc., a Texas corporation, and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



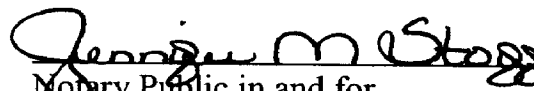
Notary Public in and for
the State of Texas



STATE OF Ohio)
)
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 11th day of June, 2003, by Timothy Johnston as Secretary of A-ABC Appliance Acquisition, Inc., a Delaware corporation, and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public in and for
[State]

[S E A L]

My Commission Expires:

Jennifer M. Stoff, Notary Public
In and for the State of Ohio
My Comm. Expires Sept. 12, 2005