

6-24-03

06-26-2003

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><b>Hallmark Air Conditioning, Inc.</b></p> <p><input type="checkbox"/> Individual(s)</p> <p><input type="checkbox"/> General Partnership</p> <p><input checked="" type="checkbox"/> Corporation (Alabama)</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> Ltd. Partnership</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <b>Hallmark Air Conditioning Acquisition, Inc.</b></p> <p>Internal: <u>c/o Residential Services Group, Inc.</u></p> <p>Street Address: <u>7813 N. Dixie Drive</u></p> <p>City: <u>Dayton</u> State: <u>OH</u> Zip: <u>45414</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>Delaware</u></p> <p><input type="checkbox"/> Other _____</p> <p>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)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>1. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Corporation-State</p> <p>Execution Date: <u>June 6, 2003</u></p>	

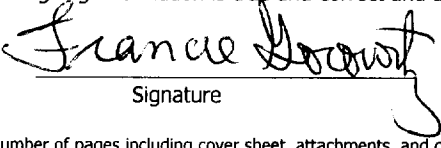
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p><u>2,039,480</u></p> <p><u>1,934,330</u></p> <p><u>2,440,527</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Francie R. Gorowitz, Esq.</u></p> <p>Internal Address: <u>O'Melveny &amp; Myers LLP</u></p> <p>06/26/2003 <u>ECOOPER 00000042 500639 2039480</u></p> <p>01 FC:8521 <u>40.00 DA</u></p> <p>02 FC:8522 <u>50.00 DA</u></p> <p>Street Address: <u>1999 Avenue of the Stars</u></p> <p>City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90067-6035</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41) .....\$ <u>90.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>500639</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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**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  June 17, 2003

Name of Person Signing Signature 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 Hallmark Air Conditioning, Inc., a Delaware corporation located at 4517 Southerland Rd., Houston, TX 77092 ("Assignor"), and Hallmark Air Conditioning 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.

**HALLMARK AIR CONDITIONING, INC.:**

By: 

Title: President

**HALLMARK AIR CONDITIONING ACQUISITION,  
INC:**

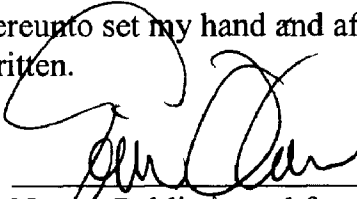
By: 

Title: Secretary

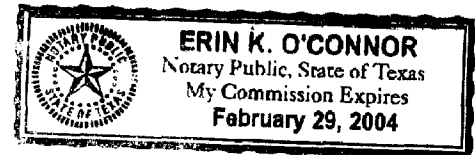
STATE OF TEXAS )  
 )  
COUNTY OF HARRIS )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of June, 2003, by Todd A. Mulvaney as President of Hallmark Air Conditioning, 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.



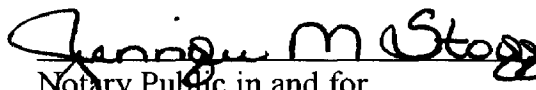
Notary Public in and for  
the State of Texas



STATE OF Ohio )  
 )  
COUNTY OF Montgomery

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of June, 2003, by Timothy Johnston, as Secretary of Hallmark Air Conditioning 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**

Schedule A

Mark	Country of Filing	Serial/Registration Number	Filing/Registration Date	Goods/Services
It All Begins With Good Service	United States	2,039,480	2/18/97	HVAC installation and Repair
Silver Platter	United States	1,934,330		ADS Installation and Repair
Hallmark Air Conditioning & Heating	United States	2,440,527	4/3/01	HVAC repair and maintenance, Building Construction, design & renovation