

06-16-2000



1 SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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101382338

To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce
the attached original documents or copy thereof.

1. Name of conveying party(ies):

Superior Fireplace Company

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

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

2. Name and address of receiving party(ies):

Name: SFC Holdings Inc.

Internal Address:

Street Address: 2100 Lake Park Blvd.

City: Richardson State: TX ZIP: 75080

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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
- Other
- Merger
- Change of Name

Execution Date: June 18, 1998

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

A. Trademark Application No.(s)

SEE ATTACHMENT

B. Trademark registration No.(s)

SEE ATTACHMENT

Additional numbers attached? Yes No

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

Name: W. Kirk McCord

Internal Address: P.O. Box 799900

Dallas, TX 75379-9900

Street Address: 2140 Lake Park Blvd.

City: Richardson State: TX ZIP: 75080

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/18/2000 JSHABAZZ 00000074 712135

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 175.00 DP

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.

W. Kirk McCord
Name of Person Signing

W. Kirk McCord
Signature

6-14-00
Date

Total number of pages comprising cover sheet: 2

EXHIBIT 1

Registered Trademarks

<u>Trademark</u>	<u>U.S. Registration No.</u>	<u>Issue Date</u>
FEASTMASTER	712,135	03/07/61
FIREPLUS	1,851,938	08/30/94
HEAT FORM	441,044	10/19/48
HEARTHSTAR	1,997,332	08/27/96
STOVEPLACE	1,213,197	10/19/82
SUPERIOR	1,135,698	05/20/80

Pending Trademark Applications

<u>Trademark</u>	<u>U.S. Application No.</u>
PUREHEAT	75/073,141
SUPERIOR THE FIREPLACE COMPANY (stylized) and design	75/310,154

G:\PNTM\SUPEREXH.WPD

ASSIGNMENT

WHEREAS, SUPERIOR FIREPLACE COMPANY, a corporation organized under the laws of the State of Delaware (hereinafter "Assignor"), having a mailing address of 4325 Artesia Avenue, Fullerton, California, is the owner of certain United States trademark registrations and applications for registration, as listed in Exhibit "1", which is attached hereto and incorporated by reference herein (hereinafter collectively the "Trademarks");

WHEREAS, SFC HOLDINGS, INC., a corporation organized under the laws of the State of Delaware (hereinafter "Assignee"), having a mailing address of 2100 Lake Park Blvd., Richardson, TX 75080, desires to acquire the entire right, title and interest in and to the Trademarks, together with the goodwill associated therewith;

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee the entire right, title and interest in and to the Trademarks, together with the goodwill associated therewith.

Assignor covenants and agrees that it will, at any time upon the request and at the expense of Assignee, execute and deliver any and all papers and do all lawful acts that may be necessary or desirable, in the opinion of Assignee, to enable and assist

Assignee to establish, maintain and secure title in Assignee, its successors and assigns, to the Trademarks.

Assignor represents and covenants that no assignment, mortgage, sale, license, pledge, encumbrance or alienation of any of the Trademarks has been or will be made or entered into which would conflict with this Assignment.

Assignor requests the Commissioner of Patents and Trademarks to record this Assignment.

ASSIGNOR

SUPERIOR FIREPLACE COMPANY

By: *John F. Murolo*

Title: *SECRETARY*

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G:\P\TMS\SUPEREXH.WPD

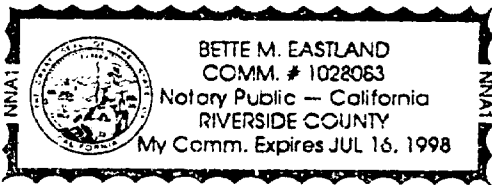
State of California

County of Orange

On June 18, 1998 before me, Bette M. Eastland, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared John F. Gurrola
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Bette M Eastland
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

DESCRIPTION OF ATTACHED DOCUMENT

INDIVIDUAL
 CORPORATE OFFICER
Secretary
TITLE(S)

Assignment
TITLE OR TYPE OF DOCUMENT

PARTNER(S) LIMITED
 GENERAL

Trademarks @ 88 4 pending appl.
3 including Exhibit 1
NUMBER OF PAGES

ATTORNEY-IN-FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER: _____

signed June 18, 1998
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)
Superior Fireplace Company

SIGNER(S) OTHER THAN NAMED ABOVE

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" Mailing Label No. EF765550505US

Date of Deposit: 6-14-00

I hereby certify that the attached papers and documents referred to in the return-receipt postcard enclosed are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. § 1.10 in an envelope addressed to Box Trademark Assignment, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on the date of deposit indicated above.

Jeanne Irvin
(Typed name of person mailing paper)

Date: 6-14-00

Jeanne Irvin

**McGUIRE WOODS
BATTLE & BOOTHE LLP**

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Angie M. Cancino
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Direct Dial: (704) 353-6258
Direct Fax: (704) 373-8935

Paralegal

June 9, 2000

The Honorable Commissioner of Patents & Trademarks
United States Department of Trademarks
Patent and Trademark Office
box Assignments
Washington, DC 20231

ATTN: LISA
ASSIGNMENTS Dept.


Re: M. H. Zeigler and Sons, Inc.
Bill of Contribution and Assignment and Assumption of Liabilities

Dear Sir/Madame:

Enclosed please find the original Bill of Contribution and Assignment and Assumption of Liabilities as conveyed by M. H. Zeigler and Sons, Inc. (the "Assignor") to M. H. Zeigler and Sons, L.L.C. (the "Assignee") along with our firm's check in the amount of Forty (\$40.00) Dollars representing your fee for same.

Please process the foregoing and return proof of same at the address listed above. Should you have any questions or if you require any further information, please contact me at the number listed above. Otherwise, I thank you for your time in this matter.

Sincerely,
McGuire, Woods, Battle & Boothe


Angie M. Cancino
Paralegal

/amc

Enclosures

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TRADEMARK

RECORDED: 06/14/2000

REEL: 002088 FRAME: 0834