

02-16-2001



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101614279

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

1. Name of conveying party(ies)

Hearth Trends Inc.



02-08-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #61

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

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

3. Nature of conveyance:

2-8-01

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 15, 2000

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

Name: Lennox Hearth Products Inc.

Internal Address:

Street Address: 695 Pease Road

City: Burlington State: WA ZIP: 98235

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of California
- 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)

75/549,415 and 75/633,434

B. Trademark registration No.(s)

1,618,646; 1,776,419; 1,977,235; 1,996,172; and 2,026,036

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

02/15/2001 GTDN11 00000142-75549415

01 FC:481 40.00 DP
02 FC:482 150.00 DP

Street Address: 2140 Lake Park Blvd.

City: Richardson State: TX ZIP: 75080

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00

Enclosed (Check No. 360288 for \$190.00)

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

190E

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

2-5-01
Date

Total number of pages comprising cover sheet: 1

State of California



Handwritten initials

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 11 2001

BILL JONES, Secretary of State

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of December 15, 2000 (the "Agreement"), among Marco Mfg., Inc., a California corporation ("Marco" or the "Surviving Corporation"), Superior Fireplace Company, a Delaware corporation ("Superior"), Hearth Trends Inc., a Washington corporation ("Hearth Trends"), FireCraft Technologies Inc., a Delaware corporation ("FCT"), and LHP Holdings Inc., a Delaware corporation ("LHP").

WITNESSETH:

WHEREAS, Marco is a corporation duly organized and existing under the laws of the State of California, having been incorporated on May 11, 1977; and

WHEREAS, Superior is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on June 8, 1998 as SFC Holdings Inc.; and

WHEREAS, Hearth Trends is a corporation duly organized and existing under the laws of the State of Washington, having been incorporated on December 1, 1983 as Pyro Industries, Inc.; and

WHEREAS, FCT is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on August 24, 1999; and

WHEREAS, each of Marco, Superior, Hearth Trends and FCT (collectively, the "Constituent Corporations") is a wholly-owned subsidiary of LHP, formerly known as Hearth Products Inc.; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it desirable and in the best interests of the Constituent Corporations and their sole shareholder that Superior, Hearth Trends and FCT be merged with and into Marco, upon the terms and subject to the conditions herein stated, that Marco be the Surviving Corporation and the name of Marco be simultaneously changed to be Lennox Hearth Products Inc.; and each such Board has approved this Agreement.

NOW, THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, the parties agree as follows:

Section 1. Terms, Surviving Corporation

- 1.1 Upon the effective date of the merger (as hereinafter defined), Superior, Hearth Trends and FCT shall be merged with and into Marco, with Marco as the Surviving Corporation.

- 1.2 Upon the effective date of the merger, the separate existence of Superior, Hearth Trends and FCT shall cease and Marco, as the Surviving Corporation, shall possess all the rights, privileges and powers and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges and powers of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well as all other things and causes of action belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges and powers, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as if they were of the respective Constituent Corporations, and the title to any real property vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
- 1.3 Upon the effective date of the merger, the outstanding shares of common stock and preferred stock, if any, of Superior, Hearth Trends and FCT shall be cancelled without consideration.

Section 2. Effective Date

- 2.1 This Agreement and certificates or articles of merger, shall be executed and filed with the Secretary of State of the States of California, Washington and Delaware, in accordance with the applicable laws of such States, prior to December 31, 2000. The merger shall become effective on such date as this Agreement is filed with the California Secretary of State, such date herein sometimes referred to as the "effective date of the merger", as specified in this Agreement.

Section 3. Articles of Incorporation, Bylaws and Name Change

- 3.1 Upon the effective date of the merger, Article I of the Articles of Incorporation of Marco shall be amended and restated to read in its entirety as follows: "The name of the corporation is Lennox Hearth Products Inc." As so amended, the Articles of Incorporation of Marco shall be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger.
- 3.2 The Bylaws of Marco in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation following the effective date of the merger.

Section 4. Shareholder Approval

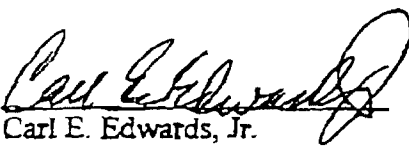
4.1 LHP, as the sole shareholder of each of the Constituent Corporations, hereby approves this Agreement.


Section 5. Miscellaneous

5.1 To the extent permitted by law, this Agreement may be amended or terminated by an agreement in writing, executed by each of the parties hereto, at any time prior to the effective date of the merger, with respect to any of the terms contained herein.

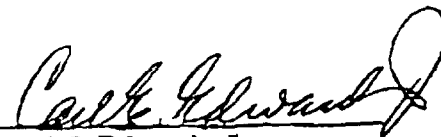
IN WITNESS WHEREOF, Marco, Superior, Hearth Trends and FCT have each caused this Agreement to be executed by its authorized officers, all as of the date first above written.

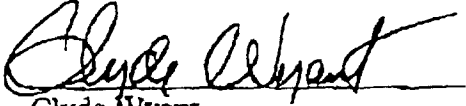
MARCO MFG., INC.


Carl E. Edwards, Jr.
Secretary

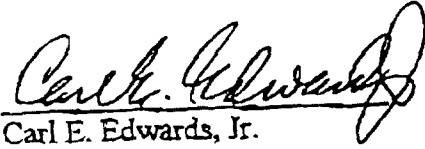
By: 
Clyde Wyant
Executive Vice President-Finance

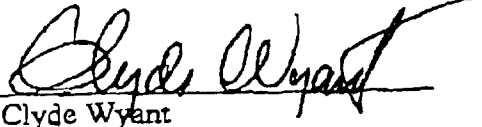
SUPERIOR FIREPLACE COMPANY.


Carl E. Edwards, Jr.
Secretary

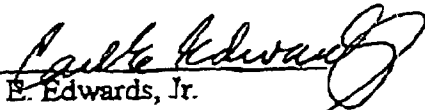
By: 
Clyde Wyant
Executive Vice President-Finance

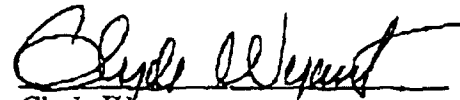
HEARTH TRENDS INC.


Carl E. Edwards, Jr.
Secretary

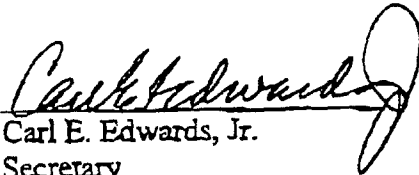
By: 
Clyde Wyant
Executive Vice President-Finance

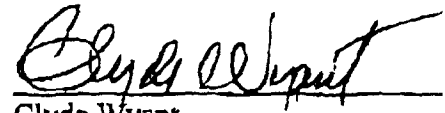
FIRECRAFT TECHNOLOGIES INC.


Carl E. Edwards, Jr.
Secretary

By: 
Clyde Wyant
Executive Vice President-Finance

LHP HOLDINGS INC.


Carl E. Edwards, Jr.
Secretary

By: 
Clyde Wyant
Executive Vice President-Finance

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OFFICER'S CERTIFICATE

Clyde Wyant and Carl E. Edwards, Jr., certify that:

1. We are the Executive Vice President-Finance and Secretary, respectively, of Marco Mfg., Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of California; and, as such, are duly authorized to execute this Certificate on behalf of said Corporation.

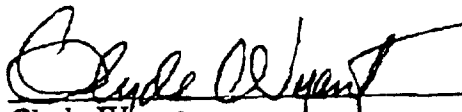
2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

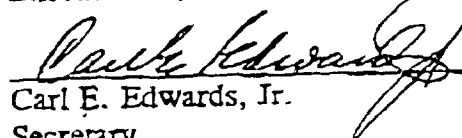
<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common Shares	1,994,099.7
Preferred Shares	None

3. The principal terms of the Plan and Agreement of Merger in the form attached were approved by the Board of Directors and the sole shareholder of this Corporation by a favorable vote of 100% of the number of shares of each class which equaled or exceeded the vote required by each class to approve the Plan and Agreement of Merger. There are no Preferred Shares outstanding and entitled to vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 2000.


 Clyde Wyant
 Executive Vice President-Finance


 Carl E. Edwards, Jr.
 Secretary

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OFFICER'S CERTIFICATE

Clyde Wyant and Carl E. Edwards, Jr., certify that:

1. We are the Executive Vice President-Finance and Secretary, respectively, of Superior Fireplace Company (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware; and, as such, are duly authorized to execute this Certificate on behalf of said Corporation.


2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

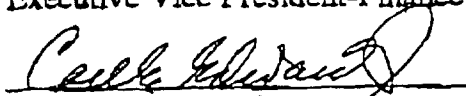
<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common Shares	1,000

3. The principal terms of the Plan and Agreement of Merger in the form attached were approved by the Board of Directors and the sole shareholder of this Corporation by a favorable vote of 100% of the number of shares of each class which equaled or exceeded the vote required by each class to approve the Plan and Agreement of Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 2000.


 Clyde Wyant
 Executive Vice President-Finance


 Carl E. Edwards, Jr.
 Secretary

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OFFICER'S CERTIFICATE

Clyde Wyant and Carl E. Edwards, Jr., certify that:

1. We are the Executive Vice President-Finance and Secretary, respectively, of Hearth Trends Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Washington; and, as such, are duly authorized to execute this Certificate on behalf of said Corporation.

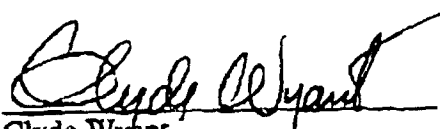
2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

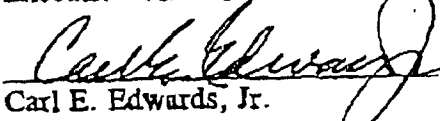
<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common Shares	316,228

3. The principal terms of the Plan and Agreement of Merger in the form attached were approved by the Board of Directors and the sole shareholder of this Corporation by a favorable vote of 100% of the number of shares of each class which equaled or exceeded the vote required by each class to approve the Plan and Agreement of Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 2000.


 Clyde Wyant
 Executive Vice President-Finance


 Carl E. Edwards, Jr.
 Secretary

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OFFICER'S CERTIFICATE

Clyde Wyant and Carl E. Edwards, Jr., certify that:

1. We are the Executive Vice President-Finance and Secretary, respectively, of FireCraft Technologies Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware; and, as such, are duly authorized to execute this Certificate on behalf of said Corporation.

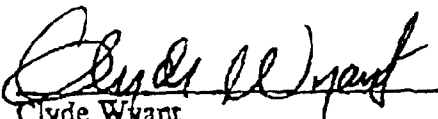
2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

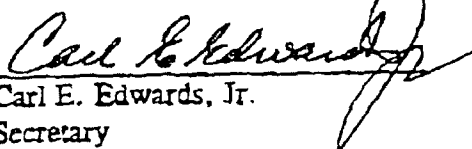
<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common Shares	1,000

3. The principal terms of the Plan and Agreement of Merger in the form attached were approved by the Board of Directors and the sole shareholder of this Corporation by a favorable vote of 100% of the number of shares of each class which equaled or exceeded the vote required by each class to approve the Plan and Agreement of Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 15, 2000.


 Clyde Wyant
 Executive Vice President-Finance


 Carl E. Edwards, Jr.
 Secretary

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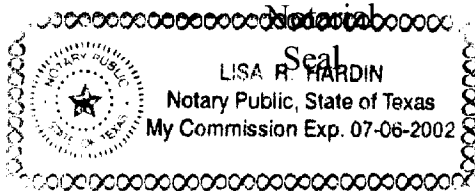


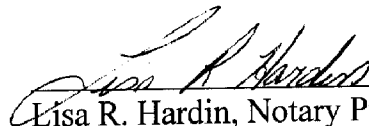
STATE OF TEXAS)
)
COUNTY OF DALLAS)

CERTIFICATION OF TRUE COPY

I, Lisa R. Hardin, a Notary Public in and for the State of Texas, United States of America, have examined the original Plan and Agreement of Merger filed by the Secretary of State of the State of California, and certify that the photocopies attached hereto are true and correct copies of the respective originals.

DATED this 6th day of February, 2001.





Lisa R. Hardin, Notary Public for the
State of Texas, United States of America