

03-11-2003

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY



Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Conveying party(ies):
 102386273
 Honeywell International Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other
 Additional name(s) of conveying party(ies) attached? Yes No
 Execution Date: June 25, 2002

2. Name and address of receiving party(ies):
 Name: **Kaz Incorporated**
 Address: **1775 Broadway, Suite 2405
 New York, NY 10019**
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation- New York
 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: June 25, 2002

B. Trademark Registrations
 3/6/03 0294036625 US
 EXPRESS MAIL CERTIFICATE
 Date: _____ Label No. _____
 I hereby Certify that on the date indicated on this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.
 (Typed or Printed Name of Person Signing Certificate)
 Signature: _____

4. Application number(s) or registration number(s):
 A. Trademark Applications
 Mark: FLEX 'N COOL Serial No.: 76/356,908
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Darby & Darby P.C.
 Street Address: Post Office Box 5257
 City: New York State: New York Zip: 10150-5257
 Our Ref. Nos. 0467/3K085US0

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):..... \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Any additional amount is authorized to be charged to Deposit account number: 04-0100
 (Attach duplicate copy of this page if paying by deposit account)

03/10/2003 DBYRNE 00000024 76356908 DO NOT USE THIS SPACE
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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.
 Randi S. Miller
 Name of Person Signing
 Signature: Randi S. Miller March 6, 2003
 Total number of pages including cover sheet, attachments, and document: 6

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

ASSIGNMENT OF TRADEMARKS

WHEREAS, Honeywell International Inc., a corporation organized under the laws of Delaware, having a place of business at 101 Columbia Road, Morristown, New Jersey 07962-1057, is the owner of record of the trademarks and trademark registrations set forth on the attached Schedule A (together "Trademarks"):

WHEREAS, Kaz Incorporated, a corporation organized under the laws of New York, having a place of business at 1775 Broadway, Suite 2405, New York, NY 10019, is desirous of acquiring the entire right, title and interest in and to said Trademarks and goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged; Honeywell International Inc., hereby assigns to Kaz Incorporated, its successors and assigns, all right, title and interest in and to the Trademarks, including the goodwill of the business symbolized by such marks, the renewal and revalidation rights therein and the exclusive right to enforce and to obtain registrations therefor in the United States and throughout the world (including the right to sue for past infringements) in the sole name of Kaz Incorporated, its successors and assigns.


Upon receipt of said consideration, Honeywell International Inc. does hereby covenant and agree with Kaz Incorporated, its successors and assigns, that it has not and will not execute any writing or do any act whatsoever conflicting with this assignment and Honeywell International Inc. grants Kaz Incorporated an irrevocable power of attorney to undertake any act necessary to effectuate the assignment set forth herein.

Honeywell International Inc. acknowledges that Kaz Incorporated, its successors and assigns, pursuant to a separate Business Purchase Agreement between the parties and various third parties,

are successors in interest to the portion of Honeywell International Inc.'s business to which the Trademarks pertain, and that such business is ongoing and existing.

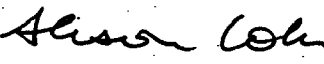
In Witness Whereof, I have hereunto set my hand this 25 day of June, 2002.

HONEYWELL INTERNATIONAL INC.

By: 
Printed Name: David Cohen
Title: Assistant Secretary

STATE OF New York)
) ss.
COUNTY OF New York)

On this 25th day of June, 2002, before me personally appeared David Cohen, the Assistant Secretary of Honeywell International Inc., to me personally known to be the individual who executed the foregoing Assignment and who acknowledged to me that he executed the same as a free act on behalf of Honeywell International Inc. for the purpose herein set forth.


ALISON COHEN
Notary Public, State of New York
No. 02CO6060581
Qualified in New York County
Commission Expires June 25, 2003

Schedule A

Pending United States Applications

AIR CADDY	78/111410
CIRCU-BREEZE	76/192559
COOLING MOMENTS	76/180296
ENVIRACAIRE ELITE	76/102405
ENVIRONIZER	78/111412
FLEX 'N COOL	76/356908
MEGA TURBO	75/402439
PIVOT BREEZE	75/555693
QUIETAIRE	76/180298
SILENT SURROUND	76/192558
SILENTCOMFORT	76/180386
SILENT COMFORT	76/414361
TURBO	75/236,945
TURBO	75/407053
VENTILAIRE	76/180299

United States Registrations

4 WAY	2068090
BABY'S BREATH	1871879
CHERRY HILL	2398594
CHILD-GUARD GRILL	2131430
COOL SKIES	2434026
DURACRAFT	1619729
DURACRAFT	2282653
DURAFREE	2019562
DURARINSE	2010570
DURASEAL	2154025
DURASEPT	1946197
DURASTART	1851837
.ENVIRACAIRE	1099390
FAN MANAGER	2355790
HEAT EXPRESS	1578861
HEAT FURNACE PLUS	2091569
INTELLI-CHECK	2406745
KEY BISCAYNE	2302650
MISC. DESIGN (COLOR GREEN)	2202324
MISC.DESIGN - HUB DESIGN	2041475
MIST BREAKER	1674140
MOISTURE MAX	2057938
MOISTURE SELECT	2057939
NATURAL COOL MOISTURE	2159150
NATURAL MOISTURE	1725398
NATURAL WARM MOISTURE	2027405
.NEWBURY STREET	2103847
NEWBURYPORT	2396193
NO DRIP	2090193
POWER TURBO	2498702
QUICK HEAT	2503264
QUIETCARE	2352526
REMOVE AND RINSE	1984785
RINSE-TO-CLEAN	1674141
SAFEGUARD	1626856
SILENT HEAT	2191271
SMART RESPONSE	2375054
SMART VISION	2444866
SOLAR SCREEN	2352489
STAGE-3	2134837
STAGE-4	2134836
STURDY GRIP	2111469
SUPER TECH	2414520
SUPER TURBO	2484111
SURROUND HEAT	2216584
SURROUNDSEAL	2265796
THE SCIENCE OF CLEAN AIR	2282662
THERMOMONITOR	2352405
TOUGH GUY	2032828
TRIPLE WINDOW	2050037
TURBO FORCE	2331701

TURBO-AIRE	1546287
FWINDOW	1892639
WHISPER FLOW	2468127
WHISPER MIST	2263865

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RECORDED: 03/06/2003

TRADEMARK
REEL: 002687 FRAME: 0522