

01-24-2007



Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

103364872

RECORDATION
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1-19-07

1. Name of conveying party(ies):

Marco Mfg., Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 12/15/2000

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Lennox Hearth Products Inc.

Internal

Address: _____

Street Address: 1110 West Taft Avenue

City: Orange

State: California

Country: USA Zip: 92865

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,437,201

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

01/23/2007 DBYRNE 00000003 1437201

01 FC:852

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

Name: W. Kirk McCord

Internal Address: P.O. Box 799900

Dallas, Texas 75379-9900

Street Address: 2140 Lake Park Blvd.

City: Richardson

State: Texas Zip: 75080

Phone Number: 972-497-5196

Fax Number: 972-497-5268

Email Address: kirk.mccord@lennoxintl.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

W. Kirk McCord
Signature
W. Kirk McCord

1-19-2007
Date

Total number of pages including cover sheet, attachments, and document: 9

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

RECORDING REQUESTED
BY AND MAIL TO

Ernie Cohen Jessup
9401 Wilshire Pl #900
Beverly Hills Ca 90212
attn: MP Curran

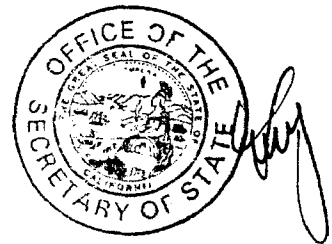
Recorded in Official Records, County of Orange
Gary Granville, Clerk-Recorder

22.00

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114 21 C15 9
0.00 0.00 0.00 0.00 16.00 0.00 0.00 0.00

State of California



SECRETARY OF STATE

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

That the attached transcript of 7 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

JAN 20 2001



Bill Jones

Secretary of State

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 premises 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

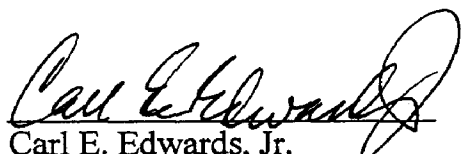
4.1 LHP, as the sole shareholder of each of the Constituent Corporations, hereby approves this Agreement.

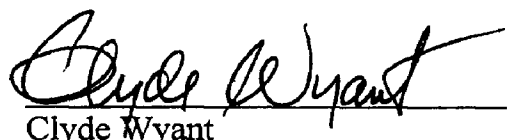
Section 5. Miscellaneous

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.

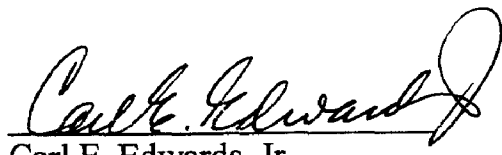
IN WITNESS WHEREOF, Marco, Superior, Hearth Trends and FCT have each caused this Agreement to be executed by its authorized officers, all as of the date first above written.

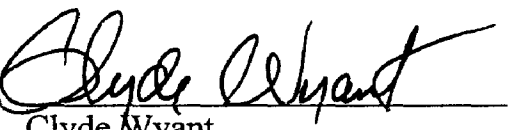
MARCO MFG., INC.


Carl E. Edwards, Jr.
Secretary

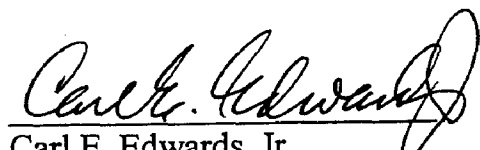
By: 
Clyde Wyant
Executive Vice President-Finance

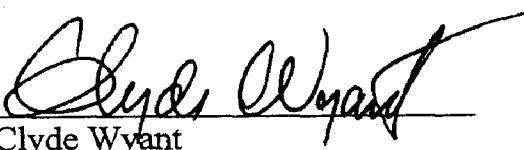
SUPERIOR FIREPLACE COMPANY.


Carl E. Edwards, Jr.
Secretary

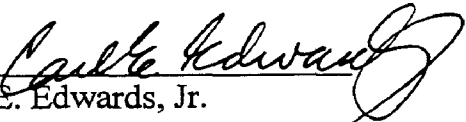
By: 
Clyde Wyant
Executive Vice President-Finance

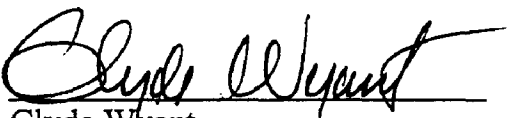
HEARTH TRENDS INC.


Carl E. Edwards, Jr.
Secretary

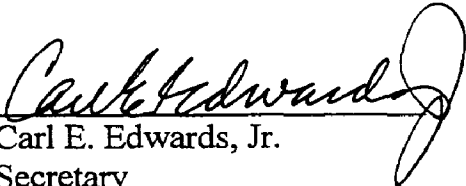
By: 
Clyde Wyant
Executive Vice President-Finance

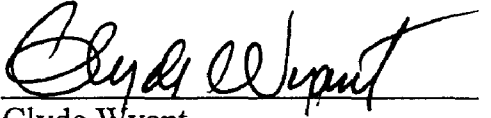
FIRECRAFT TECHNOLOGIES INC.


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

g:\hearth\merger agmt 12-00b.doc

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.

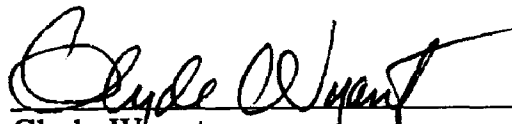
2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

<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

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

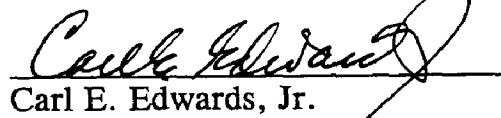
3. The principal terms of the Plan and Agreement of Merger in the form attached were approved by the Board of Directors and the sole shareholder of this Corporation by a favorable vote of 100% of the number of shares of each class which equaled or exceeded the vote required by each class to approve the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

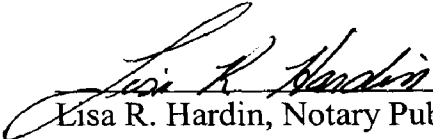
STATE OF TEXAS)
)
COUNTY OF DALLAS)

CERTIFICATION OF TRUE AND CORRECT 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 19th day of January, 2007.

Notarial
Seal



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

