

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Amalgamation

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
W. C. Wood Company Limited		12/27/2007	CORPORATION: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Danby Products Limited
<b>Street Address:</b>	5070 Whitelaw Road
<b>Internal Address:</b>	P.O. Box 1778
<b>City:</b>	Guelph, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	NIH 6Z9
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1380272	SAHARA
Registration Number:	2620507	WOOD'S
Registration Number:	3212170	COLDTECH
Registration Number:	1165436	FROST GUARD
Registration Number:	3093028	VENCOLD
Registration Number:	2319029	COLD TECH

**CORRESPONDENCE DATA**

Fax Number: (202)682-3580  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2026823500  
 Email: jrynkiewicz@kayescholer.com  
 Correspondent Name: John P. Rynkiewicz  
 Address Line 1: 901 Fifteenth Street, N.W.  
 Address Line 2: Suite 1100  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

**TRADEMARK**

**900096274**

**REEL: 003695 FRAME: 0087**

**CH \$165.00 1380272**

ATTORNEY DOCKET NUMBER:	49950-0004
<b>DOMESTIC REPRESENTATIVE</b>  Name: Address Line 1: Address Line 2: Address Line 3: Address Line 4:	
NAME OF SUBMITTER:	John P. Rynkiewicz
Signature:	/john p rynkiewicz/
Date:	01/11/2008
<b>Total Attachments: 15</b> source=WoodDanbyAmalgamation#page1.tif source=WoodDanbyAmalgamation#page2.tif source=WoodDanbyAmalgamation#page3.tif source=WoodDanbyAmalgamation#page4.tif source=WoodDanbyAmalgamation#page5.tif source=WoodDanbyAmalgamation#page6.tif source=WoodDanbyAmalgamation#page7.tif source=WoodDanbyAmalgamation#page8.tif source=WoodDanbyAmalgamation#page9.tif source=WoodDanbyAmalgamation#page10.tif source=WoodDanbyAmalgamation#page11.tif source=WoodDanbyAmalgamation#page12.tif source=WoodDanbyAmalgamation#page13.tif source=WoodDanbyAmalgamation#page14.tif source=WoodDanbyAmalgamation#page15.tif	



Additional directors:

Address for service,

Canadian Residency

Mike Vickery

5070 Whitelaw Road,  
P.O. Boc 1778, Guelph, Ontario  
N1H 6Z9

Yes

5. **Check A or B**  
**Cocher A ou B**

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or  
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**DANBY PRODUCTS LIMITED**

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation Year / année Month / mois Day / jour
Danby Products Limited	499193	2007/12/27
W.C. Wood Company Limited	200091	2007/12/27

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

an unlimited number of common, Class A and Class B Convertible Preference shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

#### Common Shares

- 1) provide that the Corporation may issue an unlimited number of common shares, the holders of which are entitled, among other things:
  - a) to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote; and
  - b) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon Dissolution.

#### Class A Shares

- 1) The holders of the Class A shares shall be entitled to receive in each year, as and when declared by the board of directors, non-cumulative dividends in such amount as the board of directors shall determine; the holders of the Class A shares shall not be entitled to any dividends other than or in excess of the cash dividends hereinbefore provided for.
- 2) In the event of the liquidation, dissolution or winding up of the Corporation or any distribution of the assets of the Corporation among shareholders for the purpose of winding up its affairs, the holders of Class A shares shall be entitled to receive the sum of One Thousand Dollars (\$1000) per share together with all dividends declared thereon and unpaid before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any other shares of the Corporation; after payment to the holders of the Class A shares of the amounts so payable to them, they shall not be entitled to share any further in the distribution of the property or assets of the Corporation.
- 3) The Corporation may at any time purchase for cancellation all or any part of the Class A shares outstanding by agreement with the holders thereof and at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the amount paid up thereon and the costs of purchase.
- 4) The Corporation may upon giving notice as hereinafter provided redeem at any time the whole or from time to time any part of the then outstanding Class A shares on payment for each share to be redeemed of the sum of One Thousand Dollars (\$1000) together with the amount of all dividends declared thereon and unpaid; not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A shares to be redeemed shall cease after the date so fixed, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to received payment therefore out of the moneys so deposited.

- 5) The confirmation required by the *Business Corporations Act* (Ontario) to authorize an amendment to the Articles of the Corporation to delete or vary preference, right, condition, restriction, limitation or prohibition attached to the Class A shares or to create shares ranking in any respect in priority to or on a parity with the Class A shares may be given by at least two-thirds of the votes cast at a meeting of the holders of the Class A shares duly called for that purpose.
- 6) The holders of the Class A shares shall be entitled to one vote for each Class A share held by them at all meetings of the shareholders of the Corporation.

#### **Class B Convertible Preference Shares**

- 1) The holders of the Class B Convertible Preference shares (the "Class B Shares") shall be entitled to receive and the Corporation shall pay thereon as and when declared by the Board of Directors out of the moneys of the Corporation properly applicable to the payment of dividends fixed cumulative preferential cash dividends at the rate of 5.5% of the redemption amount per annum.
- 2) No dividends shall at any time be declared or paid on or set apart for the Class A and the Common Shares or any other shares of the Corporation ranking junior the Class B Shares unless all dividends up to and including the dividend payable for the last completed full year of the Corporation on the Class B Shares then issued and outstanding shall have been declared and paid or provided for at the date of such declaration or payment or setting apart.
- 3) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs the holders of the Class B Shares shall be entitled to receive the sum of one hundred and forty-nine dollars (\$149.00) per share together with all unpaid cumulative dividends (which for such purposes shall be calculated as if such dividends were accruing for the period from the expiration of the last period for which dividends have been paid up to the date of distribution) before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any Common Shares or shares of any other class ranking junior to the Class B Shares. After payment to the holders of the Class B Shares of the amounts so payable to them as above provided they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- 4) Subject to the provisions of this clause, the Corporation may redeem the whole from time to time any part of the then outstanding Class B Shares on payment for each share to be redeemed of the sum of one hundred and forty-nine dollars (\$149.00) and all unpaid cumulative dividends whether or not declared which shall have accrued thereon to the date of redemption. The limitations and restrictions on the Corporations' right to redeem are as under:
  - a) No Class B Shares shall be redeemed so long as any Class A Shares of the Corporation remain issued and outstanding.
- 5) Subject to the provisions of the *Business Corporations Act* (Ontario), the Corporation may at any time purchase for cancellation all or any part of the Class B Shares outstanding by agreement with the holders thereof and at the lowest price at which in the opinion of the directors such shares are obtainable but not exceeding the sum of one hundred and forty-nine dollars (\$149.00) per share and the costs of purchase.



- 6) The Class B Shares are convertible to Class A Shares in accordance with the following terms and conditions:
- a) The Class B Shares, or any of them, may, at any time and upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully paid Class A Shares of the Corporation in the ratio of 1.49 Class A Shares for every 10 Class B Shares and having an equivalent total redemption amount as the same shall be constituted at the time of conversion; provided, however, that, in the event of liquidation, dissolution or winding up of the Corporation, such right of conversion shall cease and expire at noon on the business day next preceding the date of such liquidation, dissolution or winding up.
  - b) A holder of Class B Shares desiring to convert his Class B Shares into Class A Shares in accordance with the foregoing shall surrender the certificate or certificates representing his Class B Shares so to be converted to the registered office of the Corporation or to the transfer agent for the time being of such Class B Shares, accompanied by a request in writing for such conversion with his signature thereon verified, as the directors of the Corporation may from time to time require, and thereupon there shall be issued to such holder by the Corporation, as fully paid and non-assessable, the number of Class A Shares to which he shall be entitled under such conversion.
  - c) No payment or adjustment in respect of unpaid cumulative dividends on Class B Shares so converted shall be made upon any such conversions.
  - d) The present redemption amount of the Class A Shares in one thousand dollars (\$1,000.00) per share. To the extent that conversion would create fractional Class A Shares, the number of Class A Shares issued for Class B Shares shall be reduced to the nearest whole number.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

If the corporation:

- (a) is not a reporting issuer or an investment fund within the meaning of applicable securities legislation; and
- (b) has not distributed to the public (excluding accredited investors within the meaning of applicable securities legislation) any of its securities,

then no securities in the capital of the corporation (other than non-convertible debt securities) shall be transferred without either:

- (c) the previous consent of the board of directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (d) the previous consent of the holders of at least 51% of the securities of that class for the time being outstanding expressed by a resolution passed by the securityholders or by an instrument or instruments in writing signed by such securityholders.

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

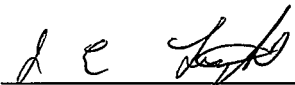
None.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

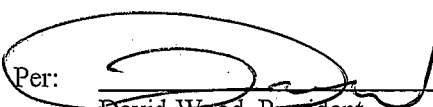
These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

DANBY PRODUCTS LIMITED

Per:   
James Lightfoot, President

W.C. WOOD COMPANY LIMITED

Per:   
David Wood, President

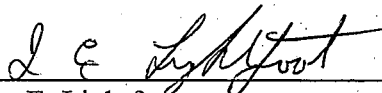
Schedule A-1

**Statement of Director or Officer**  
**Pursuant to Subsection 178 (2) of the *Business Corporations Act* (Ontario)**

I, James Lightfoot, of the City of Guelph, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the President and a Director of Danby Products Limited (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and W. C. Wood Company Limited will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

This Statement is made this 27<sup>th</sup> day of December, 2007.



James E. Lightfoot  
President and Director

TRADEMARK

REEL: 003695 FRAME: 0098


**Schedule A-2**

**Statement of Director or Officer  
Pursuant to Subsection 178 (2) of the *Business Corporations Act* (Ontario)**

I, David Wood, of the City of Guelph, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act").
2. I am the President and a Director of W. C. Wood Company Limited (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
  - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Danby Products Limited will be able to pay its liabilities as they become due; and
  - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation and, accordingly, subsection 178(2)(c) of the Act has no application.
7. Since the Corporation has not received any notice pursuant to subsection 178(2)(c) of the Act, subsection 178(2)(d) of the Act has no application in the present circumstances.

This Statement is made this 27<sup>th</sup> day of December, 2007.



David Wood  
President and Director

**TRADEMARK**

**REEL: 003695 FRAME: 0099**

**Schedule B-1**  
**“RESOLUTION OF THE DIRECTORS**  
**OF**  
**DANBY PRODUCTS LIMITED**  
**(the “Corporation”)**

**Amalgamation**

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a parent corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. W.C. Wood Company Limited (“W.C. Wood”) is a direct wholly-owned subsidiary of the Corporation; and
- C. it is considered desirable and in the best interests of the Corporation that the Corporation and W.C. Wood amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE IT IS HEREBY RESOLVED THAT:

1. the amalgamation (the “Amalgamation”) of the Corporation and W. C. Wood effective 12:00:01 a.m. on December 30, 2007, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
2. upon the Amalgamation becoming effective, all the shares whether issued or unissued of W.C. Wood shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the “Amalgamated Corporation”) continuing from the Amalgamation shall be the same as the articles of the Corporation;
4. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and
6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute and deliver all such agreements,

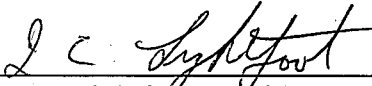
**TRADEMARK**

**REEL: 003695 FRAME: 0100**

instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

I, James E. Lightfoot, the duly appointed President of the Corporation, hereby certify that the foregoing is a true and accurate copy of a resolution of the directors of the Corporation, passed or consented to in accordance with the provisions of the *Business Corporations Act*, (Ontario) on December 27, 2007, which resolution remains in full force and effect unamended as at the date hereof.

DATED this 27th day of December, 2007.

  
\_\_\_\_\_  
James E. Lightfoot, President

TRADEMARK

REEL: 003695 FRAME: 0101

Schedule B-2

**“RESOLUTION OF THE DIRECTORS  
OF  
W. C. WOOD COMPANY LIMITED  
(the “Corporation”)**

**Amalgamation**

WHEREAS:

- A. subsection 177(1) of the *Business Corporations Act* (Ontario) (the “Act”) provides that a parent corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;
- B. the Corporation is a direct wholly-owned subsidiary of Danby Products Limited (“ParentCo”); and
- D. it is considered desirable and in the best interests of the Corporation that the Corporation and ParentCo amalgamate and continue as one corporation pursuant to subsection 177(1) of the Act;

NOW THEREFORE IT IS HEREBY RESOLVED THAT:


1. the amalgamation (the “Amalgamation”) of the Corporation and ParentCo effective 12:00:01 a.m. on December 30, 2007, pursuant to the provisions of subsection 177(1) of the Act, is hereby approved;
2. upon the Amalgamation becoming effective, all the shares whether issued or unissued of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. except as may be prescribed by the regulation under the Act, the articles of amalgamation of the corporation (the “Amalgamated Corporation”) continuing from the Amalgamation shall be the same as the articles of ParentCo;
4. upon the Amalgamation becoming effective, the by-laws of ParentCo as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;
5. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and



6. any director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute whether under the corporate seal of the Corporation or otherwise and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.”

I, David Wood, the duly appointed President of the Corporation, hereby certify that the foregoing is a true and accurate copy of a resolution of the directors of the Corporation, passed or consented to in accordance with the provisions of the *Business Corporations Act*, (Ontario) on December 27, 2007, which resolution remains in full force and effect unamended as at the date hereof.

DATED this 27<sup>th</sup> day of December, 2007.

  
\_\_\_\_\_  
David Wood, President