

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CP Formation LLC		01/01/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Unified Brands, Inc.
<b>Street Address:</b>	1055 Mendell Davis Drive
<b>City:</b>	Jackson
<b>State/Country:</b>	MISSISSIPPI
<b>Postal Code:</b>	39272
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Registration Number:	2472944	WATERJET
Registration Number:	1091370	CAP KOLD
Registration Number:	1514515	PARTICON
Registration Number:	2631296	PURESTEEM
Registration Number:	1680958	G
Registration Number:	2843942	SMARTSTEAM
Registration Number:	0891131	GROEN
Serial Number:	78827416	UNIFIED BRANDS
Registration Number:	3332154	UNIFIED BRANDS
Registration Number:	2745294	VORTEX
Registration Number:	3233505	CHINOOK VALUE VENTILATION
Registration Number:	3314419	UNIFIED BRANDS FOODSERVICE EQUIPMENT SOLUTIONS
Serial Number:	78711075	
Registration Number:	3259152	TAKU PREMIER VENTILATION

CH \$415.00 2472944

Registration Number:	3077386	ECLIPSE
Registration Number:	2907312	SMART STEAM

**CORRESPONDENCE DATA**

Fax Number: (212)310-1659  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-626-4557  
Email: nyctrademarks@bakernet.com  
Correspondent Name: Lisa W. Rosaya  
Address Line 1: 1114 Avenue of the Americas  
Address Line 2: Baker & McKenzie LLP  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	56184006.2
NAME OF SUBMITTER:	Lisa W. Rosaya
Signature:	/lwr/
Date:	04/28/2008

**Total Attachments: 4**  
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## ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, **CP FORMATION LLC**, a Delaware limited liability company with offices at 1403 Foulk Road, Suite 102, Wilmington, DE 19803-2755 ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, received from **UNIFIED BRANDS, INC.**, a Delaware corporation with offices at 1055 Mendell Davis Drive, Jackson, MS 39272 ("Assignee"), does hereby assign, transfer, deliver and set over to Assignee and Assignee's successors and assigns forever, and Assignee hereby acquires from Assignor, all of Assignor's right, title and interest in and to:

*the trademarks, service marks, trade names, logos, insignias, designs and other proprietary interests therein throughout the world set forth on Schedule A attached hereto, together with the goodwill associated therewith, (the "Trademarks").*

To be held and enjoyed by Assignee, along with the portion of the business of Assignor to which the Trademarks pertain, for its own use and enjoyment, and for the use and enjoyment of its successors and assigns forever, at common law and/or to the end of the term or terms for which registration of the said Trademarks may be granted, or renewed, as fully and entirely as the same would have been held and enjoyed by Assignee had the assignment set forth herein not been made; together with all causes of action and the proceeds thereof in favor of Assignor heretofore accrued or hereafter accruing by reason of past infringement of the Trademarks, with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors or assigns.

The effective date of this Assignment is January 1, 2008. From and after said date, Assignor shall, upon request and at the expense of Assignee, but without further consideration, do, execute, acknowledge, deliver and file, or shall cause to be done, executed, acknowledged, delivered and filed, all such further acts, deeds, transfers, conveyances, assignments or assurances as may be reasonably requested by Assignee to transfer, convey and assign to Assignee possession and use of the Trademarks to comply with all applicable legal requirements to effect such transfers, conveyances and assignments.

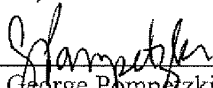
IN TESTIMONY WHEREOF, Assignor has caused these presents to be executed.

*[Signature page follows]*

This 1<sup>st</sup> day of January, 2008.

CP FORMATION LLC

By: CLOVE PARK INSURANCE  
COMPANY, its sole member

By:   
Name: George Pompezki  
Title: Vice President

**SCHEDULE A**

**TRADEMARKS**  
(Unified Brands, Inc.)

COUNTRY	TRADEMARK ID	REGISTRATION #	REGISTERED DATE	SERIAL #	FILED DATE	MARK
United States	T3690	unregistered				Groen's Cookin' Now (and design)
United States	T104	2472944	31-Jul-01	75-827642	20-Oct-99	WATERJET and Design
United States	T134	1091370	16-May-78	73-126343	25-May-77	CAP KOLD
United States	T276	1514515	29-Nov-88	73-718870	28-Mar-88	PARTICON
United States	T2898	2631296	08-Oct-02	76-325406	15-Oct-01	PURESTEEM
United States	T310	1680958	31-Mar-92	74-066625	07-Jun-90	G Stylized Letters
United States	T3579	2843942	18-May-04	78-169733	01-Oct-02	SMARTSTEAM
United States	T689	891131	19-May-70	72-307436	16-Sep-68	GROEN
United States	T3691	unregistered				HyPerSteam
United States	T3692	unregistered				HyPlus
United States	T3693	unregistered				Groen Direct (and design)
United States	T3694	unregistered				Boilerless
United States	T3695	unregistered				Groen Marketing Services
United States	T3696	unregistered				Convection Combo
United States	T5188			78-827416	02-Mar-06	UNIFIED BRANDS and Design
United States	T5191	3332154	06-Nov-07	78-826150	01-Mar-06	UNIFIED BRANDS Block Letters
United States	T3289	2745294	29-Jul-03	78-126816	07-May-02	VORTEX
United States	T5308	3233505	24-Apr-07	78-960854	25-Aug-06	CHINOOK VALUE VENTILATION and Design
United States	T5178	3314419	16-Oct-07	78-827446	02-Mar-06	EQUIPMENT SOLUTIONS and Design
United States	T5027			78-711075	12-Sep-05	DESIGN ONLY
United States	T4540	3259152	03-Jul-07	78-452611	19-Jul-04	TAKU PREMIER VENTILATION and Design
United States	T3699	unregistered				Steam Gets Smart.
United States	T4235	3077386	04-Apr-06	78-282889	04-Aug-03	ECLIPSE
United States	T3995	2907312	30-Nov-04	78-236258	10-Apr-03	SMART STEAM and Design
United States	T3700	unregistered				CapKold design
United States	T3698	unregistered				Cooking.
United States	T4371	8911310		88911310		
United States	T3697	unregistered				AutoCLEAN
United Kingdom	T1013	1223091	05-Nov-86	1223091	19-Jul-84	CAP KOLD
Switzerland	T1275	P 333730	24-Sep-84	1984 3965	20-Jul-84	CAPKOLD
Spain	T1401	1965700M5	06-Nov-95	1965700M5	17-May-95	CAPKOLD (stylized letters)
Spain	T1406	NA	20-Mar-85	1077667_M	03-Aug-84	CAPKOLD
Japan	T1271	927604				Groen & Design
Japan	T1276	938049				Groen (English)
Japan	T1273			109105/84	15-Oct-84	CAPKOLD
Japan	T1270	909136				Groen & Design
Italy	T1272			35456 C/84	28-Aug-84	CAPKOLD
Germany	T1466	1081265	02-Sep-85	D 40017	27-Jul-84	CAPKOLD
France	T1423	1280381		710345	26-Jul-84	CAP KOLD
Denmark	T1437	1986 117 VR	03-Jan-86	VA	15-Oct-84	CAP KOLD
Canada	T1055	TMA174323	12-Feb-71	0316753	09-Oct-88	GROEN
Canada	T1482	TMA326724	24-Apr-87	0554790	31-Dec-85	G Groen and Design