

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Super Electric Corporation		01/16/2009	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Gracious Living Corporation		
Street Address:	7200 Martian Grove Road		
City:	Woodbrdige, Ontario		
State/Country:	CANADA		
Postal Code:	L4L 9J3		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	75524681	AIRWORKS	
Serial Number:	77433295	AVENUE	
CORRESPONDENCE DATA			
Fax Number:	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612.336.4602		
Email:	ccaron@merchantgould.com		
Correspondent Name:	Andrew S. Ehard		
Address Line 1:	P.O. BOX 2910		
Address Line 2:	Merchant & Gould P.C.		
Address Line 4:	Minneapolis, MINNESOTA 55402-0910		
ATTORNEY DOCKET NUMBER:	7933.608US01		
DOMESTIC REPRESENTATIVE			
Name:	Andrew S. Ehard		

OP \$65.00 75524681

Address Line 1: P.O. Box 2910
Address Line 2: Merchant & Gould P.C.
Address Line 4: Minneapolis, MINNESOTA 55402-0910

NAME OF SUBMITTER:	Andrew S. Ehard
Signature:	/Andrew S. Ehard/
Date:	02/10/2009

Total Attachments: 11
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CONFIRMATORY TRADE MARK ASSIGNMENT

WHEREAS, **Super Electric Corporation**, an Ontario business corporation, the full post office address of whose principal office or place of business is 498 Markland Street, Unit 2, Markham, L6C 1Z6, Ontario, was previously "Super Electric Co. (Canada) Ltd." a federal corporation, as shown by the Articles of Continuance attached as Schedule "A" ("**Super Electric**");

AND WHEREAS, **Super Electric** is the owner of record in Canada and the United States of the trade marks and trade mark applications and registrations therefor identified in the attached Schedule "B" (the "Trade Marks");

AND WHEREAS, **Shiner Kideckel Zweig Inc.**, the full post office address of whose principal office or place of business is 10 West Pearce, Ste 4, Richmond Hill, ON L4B 1B6, was appointed as the receiver of all assets, undertakings and properties of **Super Electric** pursuant to an appointment dated January 7, 2009 for the purposes of disposing of the assets, undertakings and properties of **Super Electric**;

AND WHEREAS, **Gracious Living Corporation**, the full post office address of whose principal office or place of business is 7200 Martian Grove Road, Woodbridge, L4L 9J3, Ontario, has acquired from **Super Electric** (by way of Bill of Sale executed on January 16, 2009 by **Shiner Kideckel Zweig Inc.**) the whole right, title and interest in Canada and the United States in and to the Trade Marks, together with the goodwill of the business carried on in Canada and the United States in association with the Trade Marks;

NOW THEREFORE, in consideration of the sum of one dollar, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. **Shiner Kideckel Zweig Inc.** confirms that it, acting as the receiver of all assets, undertakings and properties of **Super Electric**, has sold, assigned and transferred unto **Gracious Living Corporation**, its successors and assigns, effective **January 16, 2009**, all right, title and interest in Canada and the United States in and to the Trade Marks, together with the goodwill of the business carried on in Canada and the United States in association with the Trade Marks.
2. **Shiner Kideckel Zweig Inc.** agrees that it, acting as the receiver of all assets, undertakings and properties of **Super Electric**, will upon request, and without further consideration, do such things and execute such further documents as may be necessary or desirable to vest title in the Trade Marks in **Gracious Living Corporation**, its successors or assigns.

EXECUTED at *Richmond Hill*, Ontario, this *9th* day of *February* 2009.

Shiner Kideckel Zweig Inc.
in its capacity as privately appointed
receiver of **Super Electric Corporation**,
and not in its personal capacity


By: Alan Shiner
Title: President

Schedule A

For Industry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario

1292930



Ministry of
Consumer and
Ontario Business Services
CERTIFICATE

This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

NOVEMBER 01 NOVEMBRE, 2005

Trans Code A 18	Stat. O 28	Corp. Type A 29	Method Inscr. 3 30	Share S 31
Notice Rec'd N 32	Jurisdiction ONTARIO 33			47

[Signature]
Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF CONTINUANCE
STATUTS DE MAINTIEN**

Form 6
Business
Corporations
Act

Formule 6
Loi
sur les
sociétés par
actions

1. The name of the corporation is: **Dénomination sociale de la société:**

S	U	P	E	R	E	L	E	C	T	R	I	C	C	O	.	(	C	A	N	A	D	A	)	L	T
D	.	L	A	C	I	E	E	L	E	C	T	R	I	Q	U	E	S	U	P	E	R	.	(	C	A
N	A	D	A	)	L	T	E	R																	

2. The corporation is to be continued under the name (if different from 1): **Nouvelle dénomination sociale de la société (si elle est différente de celle inscrite-ci dessus):**

S	U	P	E	R	E	L	E	C	T	R	I	C	C	O	R	P	O	R	A	T	I	O	N	/	C	O	R
P	O	R	A	T	I	O	N	E	L	E	C	T	R	I	Q	U	E	S	U	P	E	R					

3. Name of jurisdiction the corporation is leaving: **Ressort de constitution de la société:**

Canada
(Name of Jurisdiction)
(Ressort de constitution)

4. Date of incorporation/amalgamation: **Date de la constitution ou de la fusion:**

1998/04/28
Year, Month, Day
(année, mois, jour)

5. The address of the registered office in Ontario is: **Adresse du siège social en Ontario:**

280 Hillmount Road, Unit 1
(Street & Number, or R.F. Number & if Multi-Office Building give Room Number)
(Rue et numéro, ou numéro de la R.F. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Markham, Ontario

(Name of Municipality or Local Office)
(Nom de la municipalité ou du bureau de poste)

L6C3A1

Postal Code
(Code Postal)

6. Number (or minimum and maximum number) of directors is: Nombre (ou nombres minimal et maximal) d'administrateurs:

Minimum of 1 and maximum of 10

7. The director(s) of the corporation are: Administrateur(s):

First name, initials and surname Prénom, initiales et nom de famille	Address for service, giving street & No. or R.R. No., Municipality and Postal Code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Gerald S. Hurlow	161 Rosedale Heights Drive, Toronto, Ontario M4T 1C7	yes
Jon D. Gill	125 Kingsworth Road, King City, Ontario L7B 1C5	yes

8. 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:

There are no restrictions.

9. 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:

The Corporation is authorized to issue an unlimited number of common shares.

10. 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:

(1) The rights, privileges, restrictions and conditions attaching to the common shares are as follows:

(a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding Up:** 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 purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) **Voting Rights:** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

11. The issue, transfer of ownership of shares s/s 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:

No share in the capital of the Corporation shall be transferred without the consent of the directors expressed by the votes of a majority of the directors present at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors.

12. Other provisions (if any):

Autres dispositions, s'il y a lieu.

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The Corporation may use its name in either the English form, the French form or a combination of the English form and the French form.

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.

La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/ amalgamated or previously continued on

La maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue la

2005/ 11/01

(Year, Month, Day)
(année, mois, jour)

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.

Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

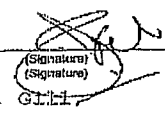
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

SUPER ELECTRIC CO. (CANADA) LTD.
LA CIE ELECTRIQUE SUPER (CANADA) LTEE

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:


(Signature)
(Signature)


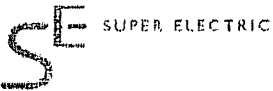

Chief Executive Officer
and President

(Description of Office)
(Fonction)

John D. Gill

Schedule B

Canadian Trade Mark Applications and Registrations

Trade Mark	App. No.	Reg. No.
SUPER DESIGN 	883,252	TMA555,905
AIRWORKS	883,982	TMA527,097
WEATHERWORKS	896,359	TMA561,389
CLAIRTONE	1,098,239	TMA608,372
BELLAGIO	1,235,130	TMA649,335
AVENUE	1,293,822	
SUPER ELECTRIC & Design 	1,293,823	
PAN-GUARD	1,321,714	
SUPER & Design 	1,390,977	

United States Trade Mark Applications and Registrations

Trade Mark	App. No.	Reg. No.
AIRWORKS	75/524,681	2,687,696
AVENUE	77/433,295	