

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 12/20/2007 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Lennox Manufacturing Inc. | | 12/20/2007 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Lennox Industries Inc. | | |
| Street Address: | 2100 Lake Park Blvd | | |
| City: | Richardson | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75080 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2246324 | ELITE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (972)497-5268 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (972) 497-5074 | | |
| Email: | angela.sadler@lennoxintl.com | | |
| Correspondent Name: | Angela Sadler, Lennox International Inc. | | |
| Address Line 1: | 2140 Lake Park Blvd. | | |
| Address Line 2: | 8T | | |
| Address Line 4: | Richardson, TEXAS 75080 | | |
| ATTORNEY DOCKET NUMBER: | M9424 | | |
| NAME OF SUBMITTER: | Angela Sadler | | |
| Signature: | /Angela Sadler/ | | |

OP \$40.00 2246324

Date:

09/16/2009

Total Attachments: 5

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LENNOX MANUFACTURING INC.", A DELAWARE CORPORATION,
WITH AND INTO "LENNOX INDUSTRIES INC." UNDER THE NAME OF
"LENNOX INDUSTRIES INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF IOWA, AS RECEIVED AND FILED IN
THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2007, AT 7:33
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



4478364 8100M

071351114

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6273554

DATE: 12-31-07

TRADEMARK
REEL: 004062 FRAME: 0257

CERTIFICATE OF OWNERSHIP AND MERGER

of

Lennox Manufacturing Inc.
(a Delaware corporation)

into

Lennox Industries Inc.
(an Iowa corporation)

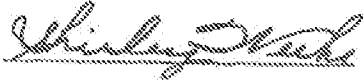
It is hereby certified that:

1. Lennox Industries Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Iowa.
2. The Corporation is the owner of all of the outstanding shares of common stock of Lennox Manufacturing Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Lennox Manufacturing Inc. into the Corporation.
5. The attached Exhibit A is a copy of the resolutions adopted on December 5, 2007 by the Board of Directors of the Corporation to merge the said Lennox Manufacturing Inc. into the Corporation.
6. The Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Lennox Manufacturing Inc., as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 2140 Lake Park Blvd., Richardson, Texas 75080.
7. The Certificate of Ownership and Merger setting forth a copy of these resolutions shall become effective at 11:59, Eastern Standard Time, on December 31, 2007, and

that, insofar as the General Corporation law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on the 20th day of December, 2007.

Attest:



LENNOX INDUSTRIES INC

By:



Kenneth C. Fernandez
Assistant Secretary

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Exhibit A
LENNOX INDUSTRIES INC.
(the "Corporation")

Resolution No. 2007-03

WHEREAS, the Corporation owns all the stock of Lennox Manufacturing Inc., a Delaware corporation ("Lennox Manufacturing");

WHEREAS, the Corporation desires to merge with Lennox Manufacturing, with the Corporation continuing as the surviving corporation (the "Merger");

WHEREAS, the Board has been presented with and reviewed a draft of the Agreement and Plan of Merger (the "Merger Agreement") necessary to effect the Merger; and

WHEREAS, the Board deems the Merger to be advisable and in the best interests of the Corporation and the Corporation's sole stockholder (the "Stockholder");

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the Stockholder, the Merger and the Merger Agreement be, and each of them hereby is, adopted and approved in all respects;

BE IT FURTHER RESOLVED, that the Merger and the Merger Agreement be submitted to the Stockholder for approval ("Stockholder Approval");

BE IT FURTHER RESOLVED, that the Board hereby recommends that the Stockholder approve, authorize and adopt the Merger and the Merger Agreement;

BE IT FURTHER RESOLVED, that, subject to Stockholder Approval, the officers of the Corporation be, and each of them with full authority to act without the others hereby is, authorized, empowered and directed, for and in the name and on behalf of the Corporation to execute the Merger Agreement, in substantially the form presented to the Board, with such changes as the officer so acting shall deem necessary, advisable or appropriate and in the best interest of the Corporation in order to carry out the transactions contemplated by these resolutions and to take such other actions as in the judgment of such officer shall be necessary, advisable or appropriate and in the best interest of the Corporation to effect the Merger, including, without limitation, filing or causing to be filed, a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, with the taking of any such action by such officer being conclusive evidence that the same did meet such standard; and

BE IT FURTHER RESOLVED, that, in addition to, and without limiting in any manner, the authority granted by the foregoing resolutions, the officers of the Corporation be, and each of them with full authority to act without the others hereby is, authorized, empowered, and directed, for and in the name and on behalf of the Corporation, (i) to take, or cause to be taken, all such further action, (ii) to do and perform, or cause to be done and performed, all such acts and things, (iii) to execute and deliver, or cause to be executed and delivered, all such further papers, documents and instruments of any type and description, and (iv) to pay, or cause to be paid, any and all fees, charges

and costs of any type or description, all of which as may be, or may be deemed to be, necessary or advisable or desirable to effect the purposes and intent of the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, the necessity, advisability, desirability, and propriety of which shall be conclusively evidenced by any of such officer's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the foregoing resolutions, shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of any and all papers, documents and instruments so executed and delivered and any and all action so taken, done or performed; and all actions of any nature whatsoever heretofore taken by each of the officers, directors, agents, attorneys and other representatives of the Corporation incidental to, contemplated by, arising out of or in connection with, or otherwise relating to in any manner whatsoever, the subject of the foregoing resolutions be, and the same hereby are, authorized, approved, ratified, confirmed and adopted in all respects.