

12-14-2009

MERCE
Office

**RECORDATION FORM COVER SHEET
TRADEMARKS**



103583455

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

12-11-09

1. Name of conveying party(ies):

Nordyne Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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) 11/29/2009

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Nordyne LLC

Internal

Address: _____

Street Address: 8000 Phoenix Parkway

City: O'Fallon

State: MO

Country: USA

Zip: 63368

- Association
- General Partnership
- Limited Partnership
- Corporation

Other LLC Citizenship Delaware

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)

77/474898 77/339283
77/339348 77/339339
77/339345 77/455005

B. Trademark Registration No.(s)

1,737,534 3,289,416 3,186,621 806,367
887,886 3,159,716 1,310,961

Additional sheet(s) attached? Yes No

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

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

Name: Dawn Urbanowicz

Internal Address: c/o Nortek, Inc.

Street Address: 50 Kennedy Plaza

City: Providence

State: RI Zip: 02903

Phone Number: 401-751-1600

Fax Number: 401-751-9844

Email Address: urbanowicz@nortek-inc.com

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 405

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

12/11/2009 MJAMA1 00000029 77474898
Deposit Account Number _____
Authorized User Name _____

48.00
425.00
OP
OP

9. Signature:

Dawn Urbanowicz
Signature

12/9/09
Date

Dawn Urbanowicz
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

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

Nordyne trademarks

1,537,341
1,652,033
3,253,793
1,788,843
2,860,797

Delaware

PAGE 1

The First State

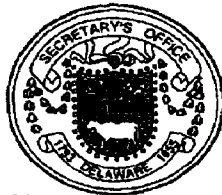
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NORDYNE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NORDYNE INC." TO "NORDYNE LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2009, AT 6:53 O'CLOCK P.M.

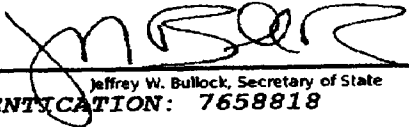
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2009, AT 12 O'CLOCK A.M.

2058386 8100V

091038089

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7658818

DATE: 11-23-09

TRADEMARK
REEL: 004112 FRAME: 0509

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:53 PM 11/20/2009
FILED 06:53 PM 11/20/2009
SRV 091038089 - 2058386 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is April 1, 1985.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
Nordyne Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Nordyne LLC.
- 6.) This Certificate of Conversion shall be effective at
12:00 a.m. on November 29, 2009.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
20 day of November, A.D. 2009.

By: Edward J. Cooney
Authorized Person

Name: Edward J. Cooney
Print or Type