

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
EF Products, Inc.		02/27/2006	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	EF Products, L.P.
<b>Composed Of:</b>	COMPOSED OF WMC Management Company, L.L.C. QQC General Partnership
<b>Street Address:</b>	1860 Crown Drive
<b>Internal Address:</b>	Suite 1400
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75234
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	3221087	QUEST Q
Registration Number:	3207645	COOL DOWN
Registration Number:	3212445	COOL ZONE
Registration Number:	3205219	POLAR AIR
Serial Number:	77182930	FIRST CHARGE
Registration Number:	3203601	QUICK COOL
Registration Number:	3203600	R-134A PLUS
Registration Number:	3297283	SUB-ZERO
Registration Number:	3210416	SUPER SEAL
Registration Number:	3207646	TOTAL TREATMENT

**CORRESPONDENCE DATA**

Fax Number: (512)853-8801

**900161330**

**TRADEMARK  
 REEL: 004199 FRAME: 0018**

**OP \$265.00 3221087**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 512-853-8800  
Email: emeyertons@intprop.com  
Correspondent Name: Eric B. Meyertons  
Address Line 1: 700 Lavaca  
Address Line 2: Suite 800  
Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	5841-00000
NAME OF SUBMITTER:	Ryan T. Beard
Signature:	/Ryan T. Beard/
Date:	05/05/2010

**Total Attachments: 11**

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**CERTIFICATE OF CONVERSION**  
**OF**

**FILED**  
in the Office of the  
Secretary of State of Texas  
FEB 27 2006

**EF PRODUCTS, INC.**

**Corporations Section**

A plan of conversion has been approved in accordance with applicable Texas law and has not been abandoned. Accordingly, this Certificate of Conversion is made and executed on behalf of EF Products, Inc., a Texas corporation (the "Converting Entity"), through its president, as follows:

1. The name of the Converting Entity is EF Products, Inc. It was originally formed in the jurisdiction of Texas as a Texas for profit corporation, and the date of formation is July 29, 1991. The file number issued to it by the Texas Secretary of State is 1201125.

2. The Converting Entity is converting to a Texas limited partnership. The name of the partnership is EF Products, L.P. The limited partnership will be formed under the laws of Texas.

3. A plan of conversion has been approved. It is attached hereto and incorporated herein for all purposes.

4. Also, a signed plan of conversion is on file at the principal place of business of the Converting Entity, the address being 1860 Crown Drive, Suite 1400, Dallas, Texas 75234, and a signed plan of conversion will be on file from and after the conversion at the principal place of business of the Converted Entity, being EF Products, Ltd., a Texas limited partnership, whose address is 1860 Crown Drive, Suite 1400, Dallas, Texas 75234.

5. A copy of the plan of conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion) on written request and without cost to any owner, shareholder, partner, or member of the Converting Entity or the Converted Entity.

6. The Converted Entity is a Texas limited partnership. The Certificate of Formation of the Texas limited partnership is attached to this Certificate either as an attachment or exhibit to the Plan of Conversion, or as an attachment or exhibit to this Certificate of Conversion if the plan has not been attached to the Certificate of Conversion.

7. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity. The approval of the Plan of Conversion was duly authorized by all action required by the laws under which the Converting Entity was organized and by its constituent documents.

8. The number of shares of common stock of the Converting Entity outstanding and entitled to vote was 1,632 (there were no classes or series of stock entitled to vote as a class). All 1,632 shares voted for the plan of conversion. Zero (0) voted against the plan of conversion.

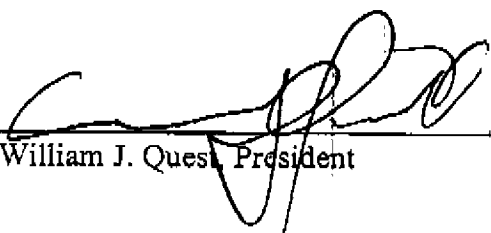
9. In lieu of providing a Certificate from the Texas Comptroller of Public Accounts that all taxes due under Title 2, Tax Code, have been paid by the Converting Entity, the limited partnership as the Converted Entity is liable for the payment of any and all franchise taxes and fees required by law.

10. Duplicate Certificates of Formation for the Limited Partnership are being submitted herewith.

11. This document and the conversion shall become effective on March 1, 2006 (which is not more than 90 days from the date of signing).

Signed the 23 day of February, 2006, but effective as of the date set forth above.

EF Products, Inc.

By:   
William J. Quest, President

**PLAN OF CONVERSION  
OF  
EF PRODUCTS, INC.**

EF Products, Inc., a Texas corporation, hereby adopts this Plan of Conversion in order to convert to EF Products, L.P., a Texas limited partnership.

1. The name of the converting entity is EF Products, Inc., a Texas corporation (the "Converting Entity"). The name of the converted entity is EF Products, Ltd., a Texas limited partnership (the "Converted Entity").

2. The Converting Entity is continuing in existence in the organizational form of the Converted Entity.

3. The type of entity that the Converted Entity is to be is a limited partnership under the laws of the State of Texas.

4. The manner and basis of converting the membership interests or other evidences of ownership of the Converting Entity into membership interests or other evidences of ownership or securities of the Converted Entity is as follows:

- A. WMC Management Company, L.L.C., which is currently a shareholder of the Converting Entity, shall become the sole general partner of the Converted Entity, and shall own and have the same percentage interest and capital account in the Converted Entity as it did in the Converting Entity immediately prior to the conversion. As a result, it shall receive the

partnership percentage partnership interest next to its name described in the attached Exhibit "A."

- B. QQC General Partnership, a Texas general partnership which is the other existing shareholder of the Converting Entity, shall (i) become a limited partner of the Converted Entity and (ii) own and have the same percentage interest and capital account in the Converted Entity as such shareholder owned in the Converting Entity immediately prior to the conversion. As a result, such shareholder shall become the sole limited partner of the Converted Entity and receive the partnership percentage next to its name as set forth in the attached Exhibit "A."
- C. The partnership percentages set forth in the attached Exhibit "A" which represent the partnership percentages owned in the Converted Entity are exactly the same as the percentages owned by the parties in the Converting Entity immediately prior to the conversion.
- D. The conversion shall occur without the necessity of any further action by the Converting Entity, the Converted Entity, or the owners thereof.

5. Attached hereto are the Certificate of Limited Partnership and the Limited Partnership Agreement of the Converted Entity.

6. When the conversion takes effect:

- A. The Converting Entity shall continue to exist, without interruption, but in the organizational form of the Converted Entity, which is as a limited partnership, rather than in its prior organizational form.

B. All rights, title, and interests to all real estate and other property owned by the Converting Entity shall continue to be owned by the Converted Entity in its new organizational form without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred; but subject to any existing liens or other encumbrances thereon.

C. All liabilities and obligations of the Converting Entity shall continue to be liabilities and obligations of the Converted Entity in its new organizational form without impairment or diminution by reason of the conversion.

6. The name of the Converted Entity shall be "EF Products, Ltd."

7. For federal income tax purposes, the conversion of EF Products, Inc. into EF Products, L.P. is intended to constitute an Internal Revenue Code § 368(a)(1)(F) reorganization of EF Products, Inc. into QQC General Partnership, a Texas general partnership which is electing to be treated as a corporation for federal income tax purposes. QQC General Partnership is treated as the sole owner of the stock of EF Products, Inc. and will be treated as the owner of all the assets and limited liabilities of EF Products, L.P. for federal income tax purposes pursuant to Treas. Reg. § 301.7701-3(b)(1)(ii). This Plan of Conversion shall constitute a plan of reorganization for Federal income tax purposes. This plan is intended to be a tax-free reorganization as defined in Section 368(a)(1)(F) of the Internal Revenue Code in that it is intended to be a mere change of identity and form.

8. The shareholders of EF Products, Inc. shall not assume or otherwise agree to become personally liable for the debts and obligations of EF Products, Inc. as a result of the conversion,



except to the extent that they shall have previously expressly incurred for any such debts or obligations as a guarantor.

9. The effective date of the conversion shall be March 1, 2006.

EF Products, Inc..

By:

  
William J. Quest, President

**EXHIBIT "A"**

**PARTNERSHIP PERCENTAGES**

**Partners**

**Partnership Percentages**

**General Partner:**

WMC Management Company, L.L.C

1%

**Limited Partner:**

QQC General Partnership

99%

Form 207  
(Revised 01/06)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: \$750



**Certificate of Formation  
Limited Partnership**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

FEB 27 2006

Corporations Section

**Article 1 - Entity Name and Type**

The filing entity being formed is a limited partnership. The name of the entity is:

EF Products, L.P.

The name must contain the words "limited," "limited partnership," or an abbreviation of that word or phrase. The name of a limited partnership that is also a limited liability partnership must also contain the phrase "limited liability partnership" or "limited liability limited partnership" or an abbreviation of one of those phrases.

**Article 2 - Registered Agent and Registered Office**

(Select and complete either A or B and complete C)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

William J. Quest  
*First Name M.I. Last Name Suffix*

C. The business address of the registered agent and the registered office address is:

1860 Crown Drive, Suite 1400 Dallas TX 75234  
*Street Address City State Zip Code*

**Article 3 - Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person.)

The name and address of each general partner are set forth below:

**NAME OF GOVERNING PERSON** (Enter the name of either an individual or an organization, but not both.)

**IF INDIVIDUAL**

*First Name M.I. Last Name Suffix*

OR

**IF ORGANIZATION**

WMC Management Company, L.L.C.

*Organization Name*

**ADDRESS OF GOVERNING PERSON**

1860 Crown Drive, Suite 1400 Dallas TX USA 75234  
*Street or Mailing Address City State Country Zip Code*

TRADEMARK

REEL: 004199 FRAME: 0028

<b>NAME OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
<b>IF ORGANIZATION</b>				
<i>Organization Name</i>				

<b>ADDRESS OF GOVERNING PERSON</b>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

<b>NAME OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
<b>IF ORGANIZATION</b>				
<i>Organization Name</i>				

<b>ADDRESS OF GOVERNING PERSON</b>				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

<b>Article 4—Principal Office</b>				
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The address of the principal office of the limited partnership in the United States where records are to be kept or made available under section 153.551 of the Texas Business Organizations Code is:

1860 Crown Drive, Suite 1400	Dallas	TX	USA	75234
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

<b>Supplemental Provisions/Information</b>				
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Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The Limited Partnership is being formed pursuant to a Plan of Conversion. The name of the Converting Entity is EF Products, Inc. Its address is 1860 Crown Drive, Suite 1400, Dallas, Texas 75234. It was formed on July 29, 1991. Its prior form of organization was a for profit business corporation. Its jurisdiction of formation was Texas.

<b>Effectiveness of Filing (Select either A, B, or C.)</b>				
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A.  This document becomes effective when the document is filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: March 1, 2006

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

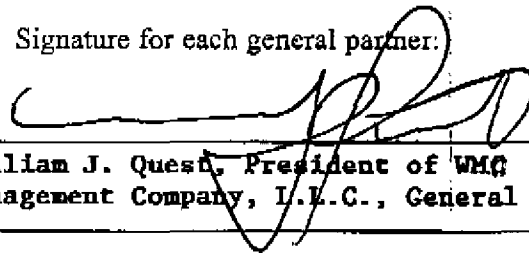
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 2-21-06

Signature for each general partner:



William J. Quest, President of WMC  
Management Company, L.L.C., General Partner