

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Assignor's name to read Kaz, Inc. previously recorded on Reel 003304 Frame 0759. Assignor(s) hereby confirms the Assignment of the entire interest and the goodwill.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Honeywell International Inc.		06/25/2002	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Kaz, Inc.		
<b>Street Address:</b>	250 Turnpike Road		
<b>City:</b>	Southborough		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01772		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2352526	QUIETCARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)806-2560		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-806-5400		
<b>Email:</b>	tm@stroock.com		
<b>Correspondent Name:</b>	Laura Goldbard George		
<b>Address Line 1:</b>	180 Maiden Lane		
<b>Address Line 2:</b>	Stroock & Stroock & Lavan LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10038-4982		
<b>ATTORNEY DOCKET NUMBER:</b>	002662/0459		
<b>NAME OF SUBMITTER:</b>	Laura Goldbard George		
<b>Signature:</b>	/laura goldbard george/		

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**TRADEMARK**  
 REEL: 004412 FRAME: 0001

Date:

11/09/2010

**Total Attachments: 13**

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## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

05/08/2006  
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SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Honeywell International Inc.</td> <td></td> <td>06/25/2002</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Honeywell International Inc.		06/25/2002	CORPORATION: DELAWARE				
Name	Formerly	Execution Date	Entity Type												
Honeywell International Inc.		06/25/2002	CORPORATION: DELAWARE												
RECEIVING PARTY DATA															
<table border="1"> <tr> <td>Name:</td> <td>Kaz Incorporated</td> </tr> <tr> <td>Street Address:</td> <td>1775 Broadway, Suite 2405</td> </tr> <tr> <td>City:</td> <td>NEW YORK</td> </tr> <tr> <td>State/Country:</td> <td>NEW YORK</td> </tr> <tr> <td>Postal Code:</td> <td>10019</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: NEW YORK</td> </tr> </table>				Name:	Kaz Incorporated	Street Address:	1775 Broadway, Suite 2405	City:	NEW YORK	State/Country:	NEW YORK	Postal Code:	10019	Entity Type:	CORPORATION: NEW YORK
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City:	NEW YORK														
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Registration Number:	2352526	QUIETCARE													
CORRESPONDENCE DATA															
<p>Fax Number: (212)527-7701  <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>          Phone: 212.527.7700          Email: tmdocket@darbylaw.com          Correspondent Name: Abigail Rubinstein/Darby &amp; Darby P.C.          Address Line 1: P.O. Box 5257          Address Line 4: NEW YORK, NEW YORK 10150-5257</p>															
ATTORNEY DOCKET NUMBER:	00467/300J982-US0														
NAME OF SUBMITTER:	Abigail Rubinstein														
Signature:	/abigail rubinstein/														
Date:	05/08/2006														

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Total Attachments: 5

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## ASSIGNMENT OF TRADEMARKS

WHEREAS, Honeywell International Inc., a corporation organized under the laws of Delaware, having a place of business at 101 Columbia Road, Morristown, New Jersey 07962-1057, is the owner of record of the trademarks and trademark registrations set forth on the attached Schedule A (together "Trademarks"):

WHEREAS, Kaz Incorporated, a corporation organized under the laws of New York, having a place of business at 1775 Broadway, Suite 2405, New York, NY 10019; is desirous of acquiring the entire right, title and interest in and to said Trademarks and goodwill associated therewith.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged; Honeywell International Inc., hereby assigns to Kaz Incorporated, its successors and assigns, all right, title and interest in and to the Trademarks, including the goodwill of the business symbolized by such marks, the renewal and revalidation rights therein and the exclusive right to enforce and to obtain registrations therefor in the United States and throughout the world (including the right to sue for past infringements) in the sole name of Kaz Incorporated, its successors and assigns.

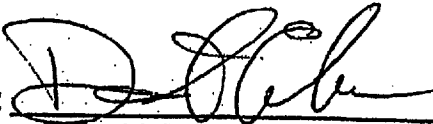
Upon receipt of said consideration, Honeywell International Inc. does hereby covenant and agree with Kaz Incorporated, its successors and assigns, that it has not and will not execute any writing or do any act whatsoever conflicting with this assignment and Honeywell International Inc. grants Kaz Incorporated an irrevocable power of attorney to undertake any act necessary to effectuate the assignment set forth herein.

Honeywell International Inc. acknowledges that Kaz Incorporated, its successors and assigns, pursuant to a separate Business Purchase Agreement between the parties and various third parties,

are successors in interest to the portion of Honeywell International Inc.'s business to which the Trademarks pertain, and that such business is ongoing and existing.

In Witness Whereof, I have hereunto set my hand this 25 day of June, 2002.

HONEYWELL INTERNATIONAL INC.

By: 

Printed Name: David Cohen

Title: Assistant Secretary

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 25th day of June, 2002, before me personally appeared David Cohen, the Assistant Secretary of Honeywell International Inc., to me personally known to be the individual who executed the foregoing Assignment and who acknowledged to me that he executed the same as a free act on behalf of Honeywell International Inc. for the purpose herein set forth.



ALISON COHEN  
Notary Public, State of New York  
No. 02CO6060581  
Qualified in New York County  
Commission Expires June 25, 2003

Schedule A

Pending United States Applications

AIR CADDY	78/111410
CIRCU-BREEZE	76/192559
COOLING MOMENTS	76/180296
ENVIRACAIRE ELITE	76/102405
ENVIRONIZER	78/111412
FLEX 'N COOL	76/356908
MEGA TURBO	75/402439
PIVOT BREEZE	75/555693
QUIETAIRE	76/180298
SILENT SURROUND	76/192558
SILENTCOMFORT	76/180386
SILENT COMFORT	76/414361
TURBO	75/236,945
TURBO	75/407053
VENTILAIRE	76/180299

**United States Registrations**

4 WAY	2068090
BABY'S BREATH	1871879
CHERRY HILL	2398594
CHILD-GUARD GRILL	2131430
COOL SKIES	2434026
DURACRAFT	1619729
DURACRAFT	2282653
DURAFREE	2019562
DURARINSE	2010570
DURASEAL	2154025
DURASEPT	1946197
DURASTART	1851837
ENVIRACAIRE	1099390
FAN MANAGER	2355790
HEAT EXPRESS	1578861
HEAT FURNACE PLUS	2091569
INTELLI-CHECK	2406745
KEY BISCAIYNE	2302650
MISC. DESIGN (COLOR GREEN)	2202324
MISC.DESIGN - HUB DESIGN	2041475
MIST BREAKER	1674140
MOISTURE MAX	2057938
MOISTURE SELECT	2057939
NATURAL COOL MOISTURE	2159150
NATURAL MOISTURE	1725398
NATURAL WARM MOISTURE	2027405
NEWBURY STREET	2103847
NEWBURYPORT	2396193
NO DRIP	2090193
POWER TURBO	2498702
QUICK HEAT	2503264
QUIETCARE	2352526
REMOVE AND RINSE	1984785
RINSE-TO-CLEAN	1674141
SAFEGUARD	1626856
SILENT HEAT	2191271
SMART RESPONSE	2375054
SMART VISION	2444866
SOLAR SCREEN	2352489
STAGE-3	2134837
STAGE-4	2134836
STURDY GRIP	2111469
SUPER TECH	2414520
SUPER TURBO	2484111
SURROUND HEAT	2216584
SURROUNDSEAL	2265796
THE SCIENCE OF CLEAN AIR	2282662
THERMOMONITOR	2352405
TOUGH GUY	2032828
TRIPLE WINDOW	2050037
TURBO FORCE	2331701



TURBO-AIRE	1546287
WINDOW	1892639
WHISPER FLOW	2468127
WHISPER MIST	2263865

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **December 27, 2006**



A handwritten signature in black ink, appearing to be "R. J. ...", is written over the seal area.

*Special Deputy Secretary of State*

DOS-1266 (Rev. 11/05)

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
KAZ, INC.**

Under Section 805 of the Business Corporation Law

The undersigned, Richard D. Katzman, being the Chief Executive Officer of Kaz, Inc., does hereby certify as follows:

1. The name of the corporation is Kaz, Inc. (the "Corporation"). The name under which the Corporation was formed is Rual Mfg. Company, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on April 23, 1956.
3. The amendment of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment is as follows: To modify the terms, rights, designations, limitations and preferences of the stock of the Corporation with a par value of \$.01 per share designated as Series A Convertible Preferred Shares.
4. Section 2.5(b) of Article "THIRD" of the Certificate of Incorporation of the Corporation, relating to the authorized shares of the Corporation, is hereby amended to read in full as follows:

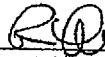
"(b) (i) If the Corporation has not completed a Qualified IPO on or prior to the sixth anniversary of the Closing Date, upon such sixth anniversary and at any time and from time to time thereafter (if the Corporation has not completed a Qualified IPO prior to such time), at the option of any holder of Convertible Preferred Shares (as exercised pursuant to subparagraph (ii) below), the Corporation shall redeem, at the Redemption Price (which shall be calculated as of the date of such holder's election of its rights under this Section 2.5(b) of this Article THIRD) therefor, those outstanding Convertible Preferred Shares which the holders of such Convertible Preferred Shares have elected to redeem, such redemption to occur on the sixtieth day following delivery to the Corporation of such notice of election.

(ii) Any holder of the Convertible Preferred Shares may demand redemption of all or any portion of its Convertible Preferred Shares pursuant to subparagraph (i) above by delivering written notice to the Corporation at any time or from time to time after the sixth anniversary of the Closing Date."

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5. The foregoing amendment to the Certificate of Incorporation of the Corporation was authorized by the affirmative vote of a majority of the members of the Board of the Directors of the Corporation, followed by the affirmative vote of the holders holding a majority of the outstanding shares of the Corporation entitled to vote on said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this 26<sup>th</sup> day of December, 2006.



Name: Richard D. Katzman  
Title: Chief Executive Officer

Signature Page to Amendment to Certificate of Incorporation

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
KAZ, INC.

(filed pursuant to Section 805 of the Business Corporation Law)

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ice  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 27 2006

TAX \$ BY:           
        

Columbia

Filed By: Patterson Belknap Webb & Tyler LLP  
1133 Avenue of the Americas  
New York, New York 10036

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