

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

The Heat Factory, Inc.

- Individual(s)
- General Partnership
- Corporation- State: California Corporation
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) ~~Sept 1 2012~~ Sept - 1 - 2011

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Heat Company Inc.

Internal

Address: _____

Street Address: 1958 Kellogg Ave Suite 300

City: Carlsbad

State: CA

Country: USA Zip: 92008

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

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)

Serial # 74721770

B. Trademark Registration No.(s)

2064494 Registration Date: May 27, 1997

Additional sheet(s) attached? Yes No

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

IC 025, US 022 039, G & S; articles of clothing, namely gloves, socks, mittens, belts and body and hand warmers in the nature of belts and gloves, respectively, which contain pouches into which air activated and chemical heating devices may be inserted.

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

Name: Angelina Canning

Internal Address: _____

Street Address: 1958 Kellogg Ave.

City: Carlsbad

State: CA Zip: 92008

Phone Number: 760-893-8300

Fax Number: 760-839-8301

Email Address: angelina@heatfactory.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

2-21-10

Date

Angelina Canning
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (671) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

OP \$40.00 74721770

BILL OF SALE

In consideration of the sum of TEN THOUSAND FIVE HUNDRED AND 00/100 dollars (\$10,500.00)

HEAT FACTORY, INC., a California corporation ("Seller"), does hereby sell, assign and transfer to THE HEAT COMPANY, a Delaware Corporation, ("Buyer") all of its right, title and interest in and to the following described

Goods:

1. URLs:

Handiheat.com; Handiheat.net; Handiheatdirect.com; Ecowarmer.com; and Staywarm.com

2. Registered Trademarks:

- i. Stay Warm
- ii. Handi Heat
- iii. Eco-Warmer

3. Catalog designs, illustrations and images

4. Inventory:

All packaging material for Stay Warm and Handi Brand Products

Seller represents and warrants that the Goods are free and clear of all encumbrances, liens and any and all legal claims;

Seller shall indemnify and hold the Buyer harmless, including attorney fees, from any and all claims by any third party to any right or interest in the Goods;

The Goods are sold As-Is and the Seller makes not warranties, express or implied, and shall not be liable for any defects whatsoever;

The undersigned represents and warrants the s/he has full right and authority to execute this Bill of Sale and to affect a transfer all of Seller's right, title and interest in and to the Goods free and clear of liens or encumbrances.

Signed at Carlsbad, California, on the 1st day of September, 2011.

Seller:

HEAT FACTORY, INC.

By Chris Treptow

Title President