

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------------|----------|----------------|-----------------------|
| DELAWARE CAPITAL FORMATION, INC. | | 12/31/2011 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|------------------------------|
| Name: | CLOVE PARK INSURANCE COMPANY |
| Street Address: | 300 Broadhollow Road |
| Internal Address: | Suite 201 |
| City: | Melville |
| State/Country: | NEW YORK |
| Postal Code: | 11747 |
| Entity Type: | CORPORATION: NEW YORK |

PROPERTY NUMBERS Total: 21

| Property Type | Number | Word Mark |
|----------------|----------|-------------------------|
| Serial Number: | 75153548 | ORIGIN 2 |
| Serial Number: | 75153698 | HILL PHOENIX EXCELLENCE |
| Serial Number: | 75852362 | POWERWALL |
| Serial Number: | 76266354 | RADIAL AIR FLOW |
| Serial Number: | 76290404 | SECOND NATURE |
| Serial Number: | 76296290 | NATIONAL COOLER |
| Serial Number: | 76401136 | COOLGENIX |
| Serial Number: | 78297336 | PRESTIGE |
| Serial Number: | 76592117 | POWERWALL |
| Serial Number: | 76592031 | POWERCENTER |
| Serial Number: | 77303830 | WEATHER PAC |
| Serial Number: | 77303746 | WEATHERPAC |
| Serial Number: | 77303740 | PARATEMP |

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|----------------|----------|----------------------------|
| Serial Number: | 77303833 | PARA TEMP |
| Serial Number: | 77885146 | PHOENIX SQL |
| Serial Number: | 77885139 | PHOENIX |
| Serial Number: | 77949802 | |
| Serial Number: | 77949791 | HILL PHOENIX DISPLAY CASES |
| Serial Number: | 77949962 | SMART VALVE |
| Serial Number: | 85016863 | |
| Serial Number: | 85017387 | HILL PHOENIX WALK INS |

CORRESPONDENCE DATA

Fax Number: 2123101603
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212 626 4976
Email: nyctrademarks@bakermckenzie.com
Correspondent Name: Pamela T. Church
Address Line 1: 1114 Avenue of the Americas
Address Line 2: Baker & McKenzie LLP
Address Line 4: New York, NEW YORK 10036

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 56184006-000002 |
| NAME OF SUBMITTER: | Michael J. Bales |
| Signature: | /mjb/ |
| Date: | 04/20/2012 |

Total Attachments: 4
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source=Hill Phoenix - Delaware Cap to Clove Park Ins#page4.tif

ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, **DELAWARE CAPITAL FORMATION, INC.**, a Delaware corporation, with offices at 501 Silverside Road, Suite 5, Wilmington, DE 19809 ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, received from **CLOVE PARK INSURANCE COMPANY**, a New York corporation, with offices at 300 Broadhollow Road, Suite 201, Melville, NY 11747 ("Assignee"), does hereby assign, transfer, deliver and set over to Assignee and Assignee's successors and assigns forever, and Assignee hereby acquires from Assignor, all of Assignor's right, title and interest in and to:

the trademarks, service marks, trade names, logos, insignias, designs and other proprietary interests therein throughout the world set forth on Schedule A attached hereto, together with the goodwill associated therewith (the "Trademarks").

To be held and enjoyed by Assignee, along with the portion of the business of Assignor to which the Trademarks pertain, for its own use and enjoyment, and for the use and enjoyment of its successors and assigns forever, at common law and/or to the end of the term or terms for which registration of the said Trademarks may be granted, or renewed, as fully and entirely as the same would have been held and enjoyed by Assignee had the assignment set forth herein not been made; together with all causes of action and the proceeds thereof in favor of Assignor heretofore accrued or hereafter accruing by reason of past infringement of the Trademarks, with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors or assigns.

The effective date of this Assignment is December 31, 2011. From and after said date, Assignor shall, upon request and at the expense of Assignee, but without further consideration, do, execute, acknowledge, deliver and file, or shall cause to be done, executed, acknowledged, delivered and filed, all such further acts, deeds, transfers, conveyances, assignments or assurances as may be reasonably requested by Assignee to transfer, convey and assign to Assignee possession and use of the Trademarks to comply with all applicable legal requirements to effect such transfers, conveyances and assignments.

[Signature page follows]

IN TESTIMONY WHEREOF, Assignor has caused these presents to be executed.

This 31st day of December.

DELAWARE CAPITAL FORMATION, INC.

By: Cathy Ward
Name: Cathy Ward
Title: President

Schedule A

TRADEMARK REGISTRATIONS AND APPLICATIONS
(Hill Phoenix, Inc.)

| COUNTRY | REGISTRATION # | REGISTERED DATE | SERIAL # | FILED DATE | MARK |
|---------------|----------------|-----------------|-----------|------------|--|
| United States | 2425408 | 30-Jan-01 | 75-153548 | 21-Aug-96 | ORIGIN 2 |
| United States | 2087621 | 12-Aug-97 | 75-153698 | 21-Aug-96 | HILL PHOENIX EXCELLENCE and Design |
| United States | 2769482 | 30-Sep-03 | 75-852362 | 19-Nov-99 | POWERWALL |
| United States | 2522622 | 25-Dec-01 | 76-266354 | 04-Jun-01 | RADIAL AIR FLOW |
| United States | 2840813 | 11-May-04 | 76-290404 | 25-Jul-01 | SECOND NATURE |
| United States | 2699593 | 25-Mar-03 | 76-296290 | 07-Aug-01 | NATIONAL COOLER |
| United States | 2942479 | 19-Apr-05 | 76-401136 | 29-Apr-02 | COOLGENIX |
| United States | 3036537 | 27-Dec-05 | 78-297336 | 08-Sep-03 | PRESTIGE |
| United States | 3019258 | 29-Nov-05 | 76-592117 | 13-May-04 | POWERWALL |
| United States | 3012670 | 08-Nov-05 | 76-592031 | 13-May-04 | POWERCENTER |
| United States | 3593791 | 24-Mar-09 | 77-303830 | 15-Oct-07 | WEATHER PAC and Design |
| United States | 3593790 | 24-Mar-09 | 77-303746 | 15-Oct-07 | WEATHERPAC |
| United States | 3593789 | 24-Mar-09 | 77-303740 | 15-Oct-07 | PARATEMP |
| United States | 3593792 | 24-Mar-09 | 77-303833 | 15-Oct-07 | PARA TEMP and Design |
| United States | 4071149 | 13-Dec-11 | 77-885146 | 03-Dec-09 | PHOENIX SQL |
| United States | 3807012 | 22-Jun-10 | 77-885139 | 03-Dec-09 | PHOENIX Block Letters |
| United States | 4032304 | 27-Sep-11 | 77-949802 | 03-Mar-10 | Design Only (Hill Phoenix Display Cases) |
| United States | 4029504 | 20-Sep-11 | 77-949791 | 03-Mar-10 | HILL PHOENIX DISPLAY CASES and Design |
| United States | 4021109 | 06-Sep-11 | 77-949962 | 03-Mar-10 | SMART VALVE and Design |
| United States | | | 85-016863 | 19-Apr-10 | Design only (Hill Phoenix Walk-Ins logo) |
| United States | | | 85-017387 | 19-Apr-10 | HILL PHOENIX WALK INS and Design |