

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Twin-Star International, Inc.		12/11/2012	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	SunTrust Bank
Street Address:	303 Peachtree Street, N.E.
Internal Address:	25th Floor
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	4308648	SPECTRAFIRE
Registration Number:	4201476	SPECTRAFIRE
Registration Number:	4199356	WALL OR CORNER DUAL USE
Registration Number:	4133963	TRESANTI
Registration Number:	4119404	SPECTRAFLAME
Registration Number:	4119403	ELECTRAHEAT
Registration Number:	4101110	CHIMNEY FREE
Registration Number:	4101109	CLASSIC FLAME
Registration Number:	4079671	CLASSIC FLAME PRO BUILDER DEVELOPER
Registration Number:	4079670	CLASSIC FLAME PRO BUILDER DEVELOPER
Registration Number:	4055263	ANTIQUA
Registration Number:	4034053	ANTIQUA
Registration Number:	4021977	TRESANTI

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Registration Number:	4015298	CHIMNEYFREE
Registration Number:	3915061	POWER HEAT
Registration Number:	3724819	GREEN CLEAN SAFE
Registration Number:	3708061	JUST PLUG IT IN!
Registration Number:	3611391	PLUG N' PLAY FURNITURE
Registration Number:	3429893	EASYACCESS
Registration Number:	3509603	BUILDERS BOX
Registration Number:	3915350	ANTIQUA BATH
Registration Number:	3631805	TRESANTI FASHION BATH
Registration Number:	3216807	CHIMNEY FREE VENT FREE FIREPLACES, STOVE
Registration Number:	3612790	TWIN-STAR INTERNATIONAL
Registration Number:	3496311	CLASSIC FLAME
Serial Number:	85684867	FLAME EFFECT TECHNOLOGY
Serial Number:	85520835	LUXE BATH WORKS

CORRESPONDENCE DATA

Fax Number: 4048817777
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 404-881-7000
Email: laura.kees@alston.com,angie.wicker@alston.com
Correspondent Name: Laura Kees, Esq.
Address Line 1: 1201 West Peachtree Street
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	001833/431599
NAME OF SUBMITTER:	Laura Kees
Signature:	/Laura Kees/
Date:	08/05/2013

Total Attachments: 9
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GRANT OF SECURITY INTEREST
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TWIN-STAR INTERNATIONAL, INC., a Florida corporation (the "Grantor"), with principal offices at 1690 S. Congress Avenue, Suite 210, Delray Beach, Florida 33435, on this 11th day of December, 2012, hereby assigns and grants to SUNTRUST BANK, as Administrative Agent (the "Grantee") with principal offices at 303 Peachtree Street, N.E., 25th Floor, Atlanta, Georgia 30308, a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations, trademark applications and trademark licenses (the "Marks") set forth on Schedule A attached hereto and all reissues, extensions or renewals thereof; (ii) all of the Grantor's right, title and interest in and to the patents, patent applications and patent licenses (the "Patents") set forth on Schedule B attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, in each case together with (iii) all Proceeds (as such term is defined in the Guaranty and Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated, and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST (this "Grant"), is made to secure the satisfactory performance and payment of all the "Secured Obligations" of the Grantor, as such term is defined in the Guaranty and Security Agreement by and among Grantor, the other grantors from time to time party thereto and the Grantee, dated as of December 11, 2012 (as the same may be amended, restated, modified and/or supplemented from time to time, the "Guaranty and Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guaranty and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Security Agreement, the provisions of the Guaranty and Security Agreement shall govern. This Grant may be executed in counterparts and by the different parties hereto on separate counterparts, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by facsimile or other electronic method of transmission shall be equally effective as delivery of an original executed counterpart.

This Grant shall be governed by the laws of the State of New York.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.

TWIN-STAR INTERNATIONAL, INC., as
Grantor

By: 
Name: David Gershman
Title: Secretary

SUNTRUST BANK
as Administrative Agent, as Grantee

By: _____
Name: _____
Title: _____

Signature Page
to
Grant of Security Interest -
Patents and Trademarks

TRADEMARK
REEL: 005084 FRAME: 0800

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.

TWIN-STAR INTERNATIONAL, INC., as
Grantor

By: _____

Name: Denise Kantrowitz
Title: Vice President of Finance

SUNTRUST BANK
as Administrative Agent, as Grantee

By: _____

Name: Eduardo M. Balcazar
Title: Senior Vice President

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to
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TRADEMARK
REEL: 005084 FRAME: 0801

TRADEMARKS

Serial Number	Registration Number	Word Mark	Filing Date	Registration Date	Goods and Services
85682266	N/A	\$\$\$ SAVE WITH ZONE HEATING	July 19, 2012	N/A	IC 011. US 013 021 023 031 034
85682265	N/A	SAFE FOR KIDS & FAMILY	July 19, 2012	N/A	IC 011. US 013 021 023 031 034.
85682259	N/A	HEAVY DUTY 240 VOLT	July 19, 2012	N/A	IC 011. US 013 021 023 031 034.
85682282	N/A	UTILITY APPLICATIONS	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682277	N/A	WARMS UP TO 400 SQUARE FEET	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682274	N/A	WARMS UP TO 1000 SQUARE FEET	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682272	N/A	WARMS UP TO 600 SQUARE FEET	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682269	N/A	WARMS UP TO 400 SQUARE FEET	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682267	N/A	WARMS UP TO 1000 SQUARE FEET	July 19, 2012	N/A	IC 011. US 013 021 023 031 034
85682263	N/A	RADIANT HEAT UP TO 400 SQUARE FEET	July 19, 2012	N/A	IC 011. US 013 021 023 031 034
85682255	N/A	PROVIDES DIRECT RADIANT HEAT	July 19, 2012	N/A	IC 011. US 013 021 023 031 034
85684868	N/A	SPECTRAFIRE	July 23, 2012	N/A	IC 011. US 013 021 023 031 034
85682291	N/A	ZONE HEATING SAVES \$\$\$	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682290	N/A	\$\$\$ ZONE HEATING SAVES TURN ON THE HEAT IN THE ROOM YOU USE MOST TURN DOWN THE HEAT IN THE REST OF THE HOUSE	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682287	N/A	ENERGY EFFICIENT LED LIGHTING SYSTEM	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682285	N/A	IT'S ELECTRIC	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682280	N/A	FOR USE IN THE HOME	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85682278	N/A	WORKS WITH OR WITHOUT HEAT FOR YEAR ROUND FUNCTIONALITY	July 20, 2012	N/A	IC 011. US 013 021 023 031 034
85684867	N/A	FLAME EFFECT TECHNOLOGY	July 23, 2012	N/A	IC 009. US 021 023 026 036 038

Serial Number	Registration Number	Word Mark	Filing Date	Registration Date	Goods and Services
85520835	N/A	LUXE BATH WORKS	January 19, 2012	N/A	IC 020. US 002 013 022 025 032 050
85506990	4201476	SPECTRAFIRE	December 31, 2011	September 4, 2012	IC 011. US 013 021 023 031 034
85240809	4199356	WALL OR CORNER DUAL USE	February 12, 2011	August 28, 2012	IC 011. US 013 021 023 031 034
85200182	4133963	TRESANTI	December 17, 2010	May 1, 2012	IC 020. US 002 013 022 025 032 050
85200171	4119404	SPECTRAFLAME	December 17, 2010	March 27, 2012	IC 011. US 013 021 023 031 034
85200170	4119403	ELECTRAHEAT	December 17, 2010	March 27, 2012	IC 011. US 013 021 023 031 034
85200180	4101110	CHIMNEY FREE	December 17, 2010	February 21, 2012	IC 011. US 013 021 023 031 034
85200178	4101109	CLASSIC FLAME	December 17, 2010	February 21, 2012	IC 011. US 013 021 023 031 034
85312619	4079671	CLASSIC FLAME PRO BUILDER DEVELOPER	May 4, 2011	January 3, 2012	IC 011. US 013 021 023 031 034
85312604	4079670	CLASSIC FLAME PRO BUILDER DEVELOPER	May 4, 2011	January 3, 2012	IC 011. US 013 021 023 031 034
85200185	4055263	ANTIQUA	December 17, 2010	November 15, 2011	IC 020. US 002 013 022 025 032 050
85200176	4034053	ANTIQUA	December 17, 2010	October 4, 2011	IC 020. US 002 013 022 025 032 050
85200174	4021977	TRESANTI	December 17, 2010	September 6, 2011	IC 020. US 002 013 022 025 032 050
85200173	4015298	CHIMNEYFREE	December 17, 2010	August 23, 2011	IC 011. US 013 021 023 031 034
77860994	3915061	POWER HEAT	October 29, 2009	February 1, 2011	IC 011. US 013 021 023 031 034
77685365	3724819	GREEN CLEAN SAFE	March 6, 2009	December 15, 2009	IC 011. US 013 021 023 031 034
77685347	3708061	JUST PLUG IT IN!	March 6, 2009	November 10, 2009	IC 011. US 013 021 023 031 034
77469831	3611391	PLUG N' PLAY FURNITURE	May 8, 2008	April 28, 2009	IC 020. US 002 013 022 025 032 050
77222491	3429893	EASYACCESS	July 5, 2007	May 20, 2008	IC 011. US 013 021 023 031 034
77214334	3509603	BUILDERS BOX	June 25, 2007	September 30, 2008	IC 011. US 013 021 023 031 034
76669506	3915350	ANTIQUA BATH	November 24, 2006	February 8, 2011	IC 020. US 002 013 022 025 032 050

Serial Number	Registration Number	Word Mark	Filing Date	Registration Date	Goods and Services
76647871*	3631805	TRESANTI FASHION BATH	October 3, 2005	June 2, 2009	IC 020. US 002 013 022 025 032 050
76647870 *	3216807	CHIMNEY FREE VENT FREE FIREPLACES, STOVES & HEATERS	October 3, 2005	March 13, 2007	IC 011. US 013 021 023 031 034
76647869 *	3612790	TWIN-STAR INTERNATIONAL	October 3, 2005	April 28, 2009	IC 019. US 001 012 033 050
76622321 *	3496311	CLASSIC FLAME	November 26, 2004	September 2, 2008	IC 011. US 013 021 023 031 034

PATENTS

Twin-Star Patents	Application No./ Patent No.	Filing Date/ Issue Date	Country	Patent Type	Sub Title	Docket #	Status (pending or issued)
Function Indicators	12/573,933	10-06-2009	US	Utility	Function Indicator System For Electric Fireplace	48843-0028	Pending
DFI020	12/404,380	03-16-2009	US	Utility	Screenless Simulated Flame Projection System	48843-0022	Pending
DFI020 Design	29/339,734/ D668,748	07-07-2009/ 10-09-2012	US	Design	Electric Fireplace	48843-0023	Issued
24FI061ARA	29/328,882/ D616,977	12-03-2008/ 06-01-2010	US	Design	Fireplace Insert	48843-0014	Issued
EF024	12/274,541	11-20-2008	US	Utility	Electric Fireplace Insert and Methods of Use	48843-0018	Abandoned
Builders Box Front Access	11/744,285 7,826,727	05-04-2007/ 01-17-2008	US	Utility	Electric Fireplace	48843-0005	Issued
E22 Design	29/365,261	07-07-2010	US	Design	Electric Fireplace Insert	48843-0002	Pending
Blue Glow	12/972,678	12-20-2010	US	Utility	Multi-Color Simulated Flame System for Electric Fireplaces	48843-0039	Pending
20IF100 Design	29/392,355 D654,995	05-19-2011 02-28-2012	US	Design	Electric Fireplace (with wheels)	48843-0043	Issued

Twin-Star Patents	Application No./ Patent No.	Filing Date/ Issue Date	Country	Patent Type	Sub Title	Docket #	Status (pending or issued)
23IF200 Design	29/392,356 D654,996	05-19-2011 02-28-2012	US	Design	Electric Fireplace (with display)	48843- 0046	Issued
23II300 Design	29/328,882 D666,281	12-03-2008/ 03-01-2010	US	Design	Electric Fireplace	48843- 0055	Issued
34HF600 Design	29/403,655 D658,749	10-10-2012 05-01-2012	US	Design	Electric Fireplace	48843- 0058	Issued
28II200 Design	29/403,657 D658,750	10-10-2011 05-01-2012	US	Design	Electric Fireplace	48843- 0061	Issued
Function Indicators - CIP	13/292,068	11-08-2011	US	Utility	Function Indicator System For Electric Fireplace	48843- 0066	Pending
32II200GRA	29/424,141	06-07-2012	US	Design	Fireplac e Insert	48843- 0085	Pending
Blow Molded Logs	13/489,903	06-06-2012	US	Utility	Blow- Molded Log Assembl y for Electric Fireplace s	48843- 0075	Pending
BDH-105	29/424,131	06-07-2012	US	Design	Heater Blower	48843- 0079	Pending
BDH-106	29/424,134	06-07-2012	US	Design	Floor Fan	48843- 0082	Pending
BDH-104	29/424,128	06-07-2012	US	Design	Heater Blower	48843- 0076	Pending

Twin-Star Patents	Application No./ Patent No.	Filing Date/ Issue Date	Country	Patent Type	Sub Title	Docket #	Status (pending or issued)
6HM9179	29/424,232	06-07-2012	US	Design	Heater	48843-0088	Pending
6HM Fan Heater	13/707,382	12-06-2012	US	Utility	Low Air Resistance Infrared Heating System and Method	48843-0091	Pending