

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																
NATURE OF CONVEYANCE:	SECURITY INTEREST																
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>EEMAX, INC.</td> <td></td> <td>09/30/2013</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>EEMAX INTERMEDIATE HOLDING COMPANY</td> <td></td> <td>09/30/2013</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>EEMAX HOLDING COMPANY</td> <td></td> <td>09/30/2013</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	EEMAX, INC.		09/30/2013	CORPORATION: DELAWARE	EEMAX INTERMEDIATE HOLDING COMPANY		09/30/2013	CORPORATION: DELAWARE	EEMAX HOLDING COMPANY		09/30/2013	CORPORATION: DELAWARE
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RECEIVING PARTY DATA																	
<table border="1"> <tr> <td>Name:</td> <td>Webster Bank, National Association</td> </tr> <tr> <td>Street Address:</td> <td>281 Tresser Boulevard</td> </tr> <tr> <td>Internal Address:</td> <td>4th Floor</td> </tr> <tr> <td>City:</td> <td>Stamford</td> </tr> <tr> <td>State/Country:</td> <td>CONNECTICUT</td> </tr> <tr> <td>Postal Code:</td> <td>06901</td> </tr> <tr> <td>Entity Type:</td> <td>a national banking association: UNITED STATES</td> </tr> </table>		Name:	Webster Bank, National Association	Street Address:	281 Tresser Boulevard	Internal Address:	4th Floor	City:	Stamford	State/Country:	CONNECTICUT	Postal Code:	06901	Entity Type:	a national banking association: UNITED STATES		
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Serial Number:	85729222	PARABOLIC HEAT DESIGN															
CORRESPONDENCE DATA																	
Fax Number:	8602758299																
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																	
Phone:	860-275-8285																
Email:	jscheib@rc.com																
Correspondent Name:	Jacqueline P. Scheib																
Address Line 1:	280 Trumbull Street																

OP \$115.00 4371173

Address Line 2: Robinson & Cole LLP
Address Line 4: Hartford, CONNECTICUT 06103

NAME OF SUBMITTER:	Jacqueline P. Scheib
Signature:	/Jacqueline P. Scheib/
Date:	10/09/2013

Total Attachments: 4
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**FIRST AMENDMENT TO THE
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment (this "Amendment") to the Intellectual Property Security Agreement, dated as of April 12, 2012 (the "Agreement"), is made as of September 30, 2013, by and among EEMAX, INC., a Delaware corporation ("Borrower"), EEMAX INTERMEDIATE HOLDING COMPANY, a Delaware corporation ("Intermediate Parent") and EEMAX HOLDING COMPANY, a Delaware corporation ("Parent" and, together with Borrower and Intermediate Parent, the "Grantors" and singly, each a "Grantor") and WEBSTER BANK, NATIONAL ASSOCIATION, a national banking association (the "Secured Party").

WHEREAS, on April 12, 2012, the Borrower, Intermediate Parent, Parent and the Secured Party entered into that certain Credit Agreement (as amended, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Original Credit Agreement") securing Borrower's intellectual property as Collateral to the Secured Party;

WHEREAS, on the date hereof, Borrower, Intermediate Parent, Parent, and the Secured Party are amending and restating the Original Credit Agreement (the "Amended and Restated Credit Agreement");

WHEREAS, pursuant to Section 6(d) of the Agreement, the Grantors and Secured Party desire to amend Schedule B-1 of the Agreement;

WHEREAS, simultaneously with the execution hereof, Grantors and Secured Party are revising Schedule B-1 of the Agreement.

NOW THEREFORE, in consideration of the mutual promises, covenants and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:


1. Schedule B-1 of the Agreement is hereby amended and attached hereto to revise the list of trademarks used as Collateral in the Original Credit Agreement.
2. Subject to the Amended and Restated Credit Agreement, all other terms and conditions of the Agreement shall remain unmodified and in full force and effect.

[next page is the signature page]

IN WITNESS WHEREOF, each party has signed this First Amendment to the Intellectual Property Agreement as of the date first set forth above.


EEMAX, INC.

WEBSTER BANK,
NATIONAL ASSOCIATION

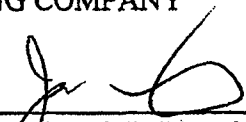
By: 
Name: Joseph L. Manning
Title: Vice President and Secretary

By: _____
Name:
Title:

EEMAX HOLDING COMPANY

By: 
Name: Joseph L. Manning
Title: Vice President and Secretary

EEMAX INTERMEDIATE
HOLDING COMPANY

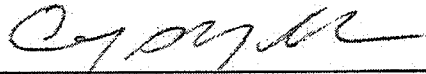
By: 
Name: Joseph L. Manning
Title: Vice President and Secretary

IN WITNESS WHEREOF, each party has signed this First Amendment to the Intellectual Property Agreement as of the date first set forth above.

EEMAX, INC.

WEBSTER BANK,
NATIONAL ASSOCIATION

By: _____
Name:
Title:

By: 
Name: Christopher Miller
Title: Vice President

EEMAX HOLDING COMPANY

By: _____
Name:
Title:

EEMAX INTERMEDIATE
HOLDING COMPANY


By: _____
Name:
Title:

SCHEDULE B-1

INTELLECTUAL PROPERTY SECURITY AGREEMENT

Registered Trademarks

And Trademark Applications

Country	MARK	APP. NO.	FILED	REG. NO.	REG. DATE
United States	HOT WATER SOLUTIONS MADE EASY	85729233	9/14/12	4371173	7/23/13
United States	EEMAX	85729237	9/14/12	4341775	5/28/13
United States	ACCUMIX	85729230	9/14/12	4334369	5/14/13
United States	PARABOLIC HEAT DESIGN 	85729222	9/14/12		

Trade Names

None.