700483853 04/11/2012
700481839 03/12/2012
700480632 02/21/2012

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: California Corporation
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☐ Yes ☐ No

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)

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

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

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

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: AC 2-21-12
Signature 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 (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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 Trepte

Title President