TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CP FORMATION LLC		01/01/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	HILL PHOENIX, INC.
Street Address:	709 Sigman Road
City:	Conyers
State/Country:	GEORGIA
Postal Code:	30013
Entity Type:	CORPORATION: DELAWARE

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
Serial Number:	77303833	PARA TEMP

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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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ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, **CP FORMATION LLC**, a Delaware limited liability company with offices at 2711 Centerville Road, Suite 400, Wilmington, DE 19808 ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, received from **HILL PHOENIX, INC.**, a Delaware corporation with offices at 709 Sigman Road, Conyers, GA 30013 ("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 January 1, 2012. 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 1st day of January, 2012.

CP FORMATION LLC

By: CLOVE PARK INSURANCE COMPANY, its sole member

By: _____

Name: Brad M. Cerepak
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