

Assignment

WHEREAS A.O. SMITH ENTERPRISES LTD. ("Assignor"), whose full post office address is 2020 Winston Park Drive, Suite 100, Oakville, Ontario, CANADA, L6H 6X7, is the owner of all right, title and interest in and to the trade-marks, trade-mark applications and trade-mark registrations listed on Schedule "A" attached hereto;

AND WHEREAS GSW BUILDING PRODUCTS INC. ("Assignee"), a corporation incorporated pursuant to the laws of Ontario, Canada, whose full post office address is 26 Lorena Street, Barrie, Ontario, CANADA, L4N 4P4, is desirous of acquiring all right, title and interest in and to the said trade-marks, applications and registrations together with all goodwill related thereto;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN THAT, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, Assignor by these presents does hereby sell, assign and transfer to Assignee its entire right, title and interest in Canada, the United States, Mexico and all other countries of the world in and to the trade-marks, trade-mark applications and trade-mark registrations listed on Schedule "A" attached hereto, together with the goodwill of the business associated with any and all of said trade-marks and associated with any and all wares and services with which the said trade-marks have been, are or may be associated, and together with the right to sue and recover in respect of any past infringements of said trade-marks, and together with any and all rights to claim priority based upon any of said applications, the same to be held and enjoyed by Assignee for its own use and for the use of its legal representatives, administrators or assigns, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made.

SIGNED at OAKVILLE, ONTARIO this 13 day of July, 2006.

A.O. SMITH ENTERPRISES LTD.

per: *D.R. Hambly*
print name & title: D.R. Hambly, President

(Corporate Seal)

S. McKinnon
witness
(if no corporate seal used)

TRADEMARK


REEL: 003357 FRAME: 0713

CANADA)
) TO ALL WHOM THESE PRESENTS
 PROVINCE OF ONTARIO)
)
) MAY COME, BE SEEN OR BE KNOWN

To Wit

I, FRANK PAUL FARFAN, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto in said Province, DO CERTIFY AND ATTEST that the paper-writing hereto annexed is a true copy of a document produced to me and purporting to be an Assignment by A.O. Smith Enterprises Ltd. in favour of GSW Building Products Inc. dated July 13, 2006, the said copy having been compared by me with the original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto, Ontario, Canada this 26th day of July, 2006.



 A Notary Public
 in and for the Province of Ontario

SCHEDULE "A"

Trademark	Country	Status	Serial No.	Filing Date	Reg. No.	Reg. Date
THE HOOK	Canada	Registered	407,277	Feb 11, 1977	234,923	Aug 3, 1979
THE HIDDEN HOOK	Canada	Registered	407,278	Feb 11, 1977	234,924	Aug 3, 1979
SNAP-SEAL	Canada	Registered	418,036	Nov 22, 1977	246,252	Jun 6, 1980
SNAP-SEAL & Design	Canada	Registered	466,782	Mar 11, 1981	278,477	Mar 31, 1983
SNAP-SEAL CONTEMPORARY	Canada	Registered	673,685	Jan 10, 1991	392,918	Jan 17, 1992
SNAP-SEAL TRADITIONAL	Canada	Registered	673,690	Jan 10, 1991	392,919	Jan 17, 1992
PROSNAP 2000	Canada	Registered	745,346	Jan 14, 1994	437,456	Dec 23, 1994
CLIP UP	Canada	Registered	846,136	May 27, 1997	495,755	Jun 9, 1998
CLIP UP	U.S.A.	Registered	75/361,326	Sep 23, 1997	2,437,796	Mar 27, 2001
TUFFKIT	Canada	Registered	846,138	May 27, 1997	495,753	Jun 9, 1998
TUFFKITS	U.S.A.	Registered	75/361,327	Sep 23, 1997	2,377,908	Aug 15, 2000
TUFFFLO	Canada	Registered	850,247	Jul 9, 1997	496,902	Jul 2, 1998
TUFFFLO	U.S.A.	Registered	75/361,899	Sep 23, 1997	2,258,716	Jul 6, 1999
YARDCRAFTER	Canada	Pending	894,757	Oct 29, 1998	542,050	Mar 8, 2001
YARDCRAFTERS	Canada	Registered	1095292	Mar 8, 2001	572,378	Dec 16, 2002
YARDCRAFTERS	U.S.A.	Registered	76/232,156	Mar 28, 2001	2,504,695	Nov 6, 2001
RAIN MASTER	Canada	Registered	1153674	Sep 24, 2002	611,945	Jun 3, 2004
LEAF MASTER	Canada	Pending	1153335	Sep 20, 2002		
DIAMOND GARD	Canada	Pending	1153334	Sep 20, 2002		
PROSNAP 2003	Mexico	Registered	670,861	Aug 9, 2004	848362	Aug 20, 2004
PRORAIL	Canada	Pending	1272392	Sep 9, 2005		
VINYL CONCEPTS Cl. 19	U.S.A.	Registered	74/726,569	Sep 8, 1995	2,072,583	Jun 17, 1997
ALCOLOR	Canada	Registered	376,343	Jun 21, 1974	209,874	Oct 3, 1975
RAIN MASTER	U.S.A.	Registered	73/344,605	Jan 6, 1982	1,216,739	Nov 16, 1982
LEAF MASTER	U.S.A.	Registered	73/356,026	Mar 22, 1982	1,244,492	Jul 5, 1983
SNAP-SEAL	U.S.A.	Registered	73/522,933	Feb 19, 1985	1,413,409	Oct 28, 1986

TRADEMARK

RECORDED: 07/27/2006

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