




Our Ref: FF GEN 229A

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To The Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<b>1. Name of conveying party(ies):</b> A.O. Smith Enterprises Ltd. 2020 Winston Park Drive, Ste 100 Oakville, Ontario L6H 6X7 Canada  <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-(Canada) <input type="checkbox"/> Other Additional names(s) of conveying party(ies) attached <input type="checkbox"/> yes <input checked="" type="checkbox"/> no	<b>2. Name and address of receiving party(ies):</b>  Name: GSW Building Products Inc.  Internal Address:  Street Address: 26 Lorena Street, Barrie, Ontario Canada L4N 4P4			
<b>3. Nature of Conveyance:</b>  <input checked="" type="checkbox"/> corrected Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other  <b>Execution Date:</b> July 13, 2006 (effective March 30, 2006)	<input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Ontario <input type="checkbox"/> Other  *If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designation must be a separate document from Assignment) Additional name(s) and address(es) attached <input type="checkbox"/> yes <input checked="" type="checkbox"/> no * Note: Please refer to original applications			
<b>4. Application number(s) or registration number(s):</b>  A. Trademark Application No.(s)   Additional numbers attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no	B. Trademark Registration No.(s) 2,437,796; 2,377,908; 2,258,716; 2,504,895; 2,072,583, 1,216,739; 1,244,492; 1,415,409			
<b>5. Name and address of party to whom correspondence concerning documents should be mailed:</b>  FRANK FARFAN MACBETH & JOHNSON 133 Richmond Street West, Suite 301 Toronto, Ontario Canada M5H 2L7	<b>6. Total number of applications and registrations involved:</b> [ 8 ]  <b>7. Total fee (37 CFR 3.41):</b> ..... \$ 215 00  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> 040752 (Attach duplicate copy of this page if paying by deposit account)			
<b>DO NOT USE THIS SPACE</b>				
<b>9. Statement and signature.</b>  <i>To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.</i>  <table style="width: 100%; border: none;"> <tr> <td style="border: none; width: 30%;"><u>Frank Farfan</u> Name of Person Signing</td> <td style="border: none; width: 40%; text-align: center;"> Signature</td> <td style="border: none; width: 30%; text-align: right;"><u>Oct 30, 2006</u> Date</td> </tr> </table>		<u>Frank Farfan</u> Name of Person Signing	 Signature	<u>Oct 30, 2006</u> Date
<u>Frank Farfan</u> Name of Person Signing	 Signature	<u>Oct 30, 2006</u> Date		
Total number of pages including cover sheet, attachments, and document: 12				

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trade-mark Office, P.O. Box 1450, Alexandria,  
VA 22313-1450 or VIA FAX 1 571 273 0140

**TRADEMARK**

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Our Ref. MISC G

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<b>1. Name of conveying party(ies):</b> A.O. Smith Enterprises Ltd. 2020 Winston Park Drive, Ste 100 Oakville, Ontario L6H 6X7 Canada <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-(Canada) <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no		<b>2. Name and address of receiving party(ies):</b> Name: GSW Building Products Inc. Internal Address: Street Address: 25 Lerena Street, Barris, Ontario Canada L4N 4P4 <input type="checkbox"/> Individual(a) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Ontario <input type="checkbox"/> Other *If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designation must be a separate document from Assignment) Additional name(s) and address(es) attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no * Note: Please refer to original applications.	
<b>3. Nature of Conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: July 13, 2006			
<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) Additional numbers attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no		B. Trademark Registration No.(s) 2,437,786; 2,377,808; 2,256,716; 2,604,895; 2,072,563, 1,216,739; 1,244,482; 1,415,409	
<b>5. Name and address of party to whom correspondence concerning documents should be mailed:</b> FRANK FARFAN MACBETH & JOHNSON 169 Richmond Street West, Suite 301 Toronto, Ontario Canada M5H 2L7		<b>6. Total number of applications and registrations involved:</b> [ 8 ]	
		<b>7. Total fee (37 CFR 3.41):</b> ..... \$ 215.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
		<b>8. Deposit account number:</b> 040782. (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE			
<b>B. Statement and signature.</b> To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.			
Frank Farfan Name of Person Signing		 Signature	
		July 27, 2006 Date	
Total number of pages including cover sheet, attachments, and document			

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trade-mark Office, P.O. Box 1450, Alexandria, VA 22313-1450 or VIA FAX 1 671 273 0140

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part of Original Assignment

CANADA


PROVINCE OF ONTARIO

)  
) TO ALL WHOM THESE PRESENTS  
)  
)  
) 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 26<sup>th</sup> day of July, 2006.

  
A Notary Public  
in and for the Province of Ontario

Assignment

Original Assignment  
as Recorded at  
Reel 003357 Frame 0712

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)

Original Assignment  
Schedule JSCHEDULE "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	757361,326	Sep 23, 1997	2,437,796	Mar 27, 2001
TUPPKIT	Canada	Registered	846,138	May 27, 1997	495,753	Jun 9, 1998
TUPPKITS	U.S.A.	Registered	757361,327	Sep 23, 1997	2,377,908	Aug 15, 2000
TUPPFLO	Canada	Registered	850,247	Jul 9, 1997	496,902	Jul 2, 1998
TUPPFLO	U.S.A.	Registered	757361,399	Sep 23, 1997	2,258,716	Jul 6, 1999
YARDCRAFTER	Canada	Pending	894,757	Oct 29, 1996	542,050	Mar 8, 2001
YARDCRAFTERS	Canada	Registered	1095292	Mar 6, 2001	572,378	Dec 16, 2002
YARDCRAFTERS	U.S.A.	Registered	76232,156	Mar 28, 2001	2,504,895	Nov 6, 2001
RAIN MASTER	Canada	Registered	1153674	Sep 24, 2002	611,945	Jul 3, 2004
LEAF MASTER	Canada	Pending	1153335	Sep 20, 2002		
DIAMOND GARD	Canada	Pending	1153334	Sep 20, 2002		
PROSNAP 2000	Mexico	Registered	670,861	Aug 9, 2004	848362	Aug 20, 2004
PRO RAIL	Canada	Pending	1272392	Sep 9, 2005		
VINYL CONCEPTS Cl. 19	U.S.A.	Registered	74726,569	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	73744,605	Jan 6, 1982	1,216,739	Nov 16, 1982
LEAF MASTER	U.S.A.	Registered	73756,026	Mar 22, 1982	1,244,492	Jul 3, 1983
SNAP-SEAL	U.S.A.	Registered	73752,933	Feb 19, 1985	1,415,409	Oct 28, 1986

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CANADA )  
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 PROVINCE OF ONTARIO ) TO ALL WHOM THESE PRESENTS  
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 ) 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, of various trade-marks and registrations and applications therefor as set out in a Schedule "A" attached thereto, 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 19<sup>th</sup> day of October, 2006.



A Notary Public  
 in and for the Province of Ontario

# 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~~ Insert #1 (from next page)

DRH  
DRH

DRH  
DRH

Insert #2 (from next page)

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;

DRH  
DRH  
DRH

confirming its acquisition of

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.

DRH

DRH  
DRH

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

A.O. SMITH ENTERPRISES LTD.

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

(Corporate Seal)

S. McKinnon  
witness  
(if no corporate seal used)

**Insert #1 (to be inserted where noted on previous page)**

by virtue of Articles of Amalgamation dated April 7, 2006, successor by law to all interests of GSW Inc., 2020 Winston Park Drive, Suite 100, Oakville, Ontario L6H 6X7 (formerly of 20 Eglinton Avenue East, Suite #1903, P.O. Box 2047, Toronto, Ontario M4R 1K8) including in and to an Asset Transfer Agreement dated March 30, 2006 between GSW Inc. and GSW Building Products Inc. ("Agreement"), by virtue of which, effective March 30, 2006, GSW Inc. sold, assigned and transferred its rights set out below to GSW Building Products Inc. and the parties hereto now wish to confirm such sale, assignment and transfer effective as of said date;

**Insert #2 (to be inserted where noted on previous page)**

has sold, assigned and transferred, effective as of March 30, 2006, and by these presents hereby confirms such sale, assignment and transfer

*DFH*



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
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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
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RAIN MASTER	Canada	Registered	1153674	Sep 24, 2002	611,945	Jun 3, 2004
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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	1,415,409	Oct 28, 1986

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