

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/07/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GSW Inc.		04/07/2006	COMPANY: CANADA

RECEIVING PARTY DATA

Name:	A. O. Smith Enterprises Ltd.
Street Address:	768 Erie Street
City:	Stratford, Ontario
State/Country:	CANADA
Postal Code:	N4Z1AZ
Entity Type:	COMPANY: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	74160567	TANKSAVER

CORRESPONDENCE DATA

Fax Number: (414)277-0656
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (414)271-6560
 Email: mkeipdocket@michaelbest.com
 Correspondent Name: Michael Best & Friedrich LLP
 Address Line 1: 100 East Wisconsin Avenue
 Address Line 2: Suite 3300
 Address Line 4: Milwaukee, WISCONSIN 53202-4108

ATTORNEY DOCKET NUMBER:	010121-3055-00
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DOMESTIC REPRESENTATIVE

Name: Michael Best & Friedrich LLP

OP \$40.00 74160567

Address Line 1: 100 East Wisconsin Avenue
Address Line 2: Suite 3300
Address Line 4: Milwaukee, WISCONSIN 53202-4108

NAME OF SUBMITTER:	Ariana G. Voigt
Signature:	/ariana g. voigt/
Date:	09/12/2008

Total Attachments: 4
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Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.



A. Soren

Deputy Director - Directeur adjoint

Date

Canada



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Certificat
de fusion**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

A.O. SMITH ENTERPRISES LTD.

436005-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.



Richard G. Shaw
Director - Directeur

April 7, 2006 / le 7 avril 2006

Date of Amalgamation - Date de fusion

Canada

1 - Name of the Amalgamated Corporation
 A.O. SMITH ENTERPRISES LTD. Dénomination sociale de la société issue de la fusion.

2 - The province or territory in Canada where the registered office is to be situated
 ONTARIO La province ou le territoire au Canada où se situe le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue
 (a) an unlimited number of common shares; and
 (b) an unlimited number of special shares. Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers
 (a) No shares shall be transferred without the approval of the directors of the Corporation; (b) The number of shareholders is limited to fifty (50); and Any invitation to the public to subscribe for any shares of the Corporation shall be prohibited. Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors
 Minimum of one (1); Maximum ten (10) Nombre (ou nombre minimal et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on
 None Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any
 See attached Schedule "A". Autres dispositions, s'il y a lieu

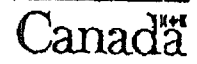
8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
 La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183
 184(1)
 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
A.O. SMITH ENTERPRISES LTD.	399104-1	<i>John J. Keta</i>	Apr. 7/06	DIRECTOR	(414) 359-4056
GSW INC.	116025	<i>Sam Fanel</i>	Apr. 7/06	DIRECTOR	(416) 865-7910

RECEIVED BY THE REGISTRAR FOR THE USE OF THE REGISTRAR
 APR 07 2006
 APR 07 2006

IC 3190 (2004/12)



SCHEDULE "A"

The said special shares and common shares shall attached thereto the rights, privileges, restrictions and conditions hereinafter set forth:

1. The holders of the special shares shall, in each year, in the discretion of the directors, be entitled out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of ten percent (10%) per annum on the amount paid up on the said special shares payable yearly before payment is made on the common shares.
2. Subject to the provisions of the Canada Business Corporations Act, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the special shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; not less than thirty (30) day's notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no right against the Corporation in respect thereof, except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited.
3. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the special shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the amount paid up thereon and any dividends declared thereon and unpaid but shall not confer any further right to participate in profits or assets.
4. The holders of the special shares shall not be entitled to vote at any meetings of the shareholders unless and until the Corporation fails to pay the dividends thereon for three (3) consecutive years, whereupon the holders of the special shares shall be entitled to one (1) vote for each special share so held at all meetings of shareholders until dividends aggregating ten per cent (10%) per annum have been paid on the special shares for three (3) consecutive years; the holders of special shares for three (3) consecutive years; the holders of special shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.