TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lochinvar Corporation		08/26/2011	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Lochinvar, LLC
Street Address:	300 Maddox Simpson Parkway
City:	Lebanon
State/Country:	TENNESSEE
Postal Code:	37090
Entity Type:	LIMITED LIABILITY COMPANY: TENNESSEE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	76707912	STRATO-THERM +
Serial Number:	76707913	THERMAL-STOR
Registration Number:	0960894	LOCHINVAR
Registration Number:	1434620	POWER-FIN
Registration Number:	1518799	COPPER-FIN
Registration Number:	1590749	MINI-FIN
Registration Number:	1753788	HI-POWER
Registration Number:	1830262	ENERGYRITE
Registration Number:	1914759	COPPER-PAK
Registration Number:	2237469	EFFICIENCY +
Registration Number:	2417659	INTELLI-FIN
Registration Number:	2862233	LOCHINVAR
Registration Number:	3169271	KNIGHT
Registration Number:	3303315	TURBOCHARGER

CH $465.00 76707912

Registration Number:	3441238	SQUIRE
Registration Number:	3529648	ARMOR
Registration Number:	3870760	CREST
Registration Number:	4007877	LOCK-TEMP

CORRESPONDENCE DATA

Fax Number: (615)242-2221
Phone: 615-242-2400
Email: eas@iplawgroup.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Emily A. Shouse
Address Line 1: Waddey & Patterson, PC
Address Line 2: 1600 Division St., Ste. 500
Address Line 4: Nashville, TENNESSEE 37203

ATTORNEY DOCKET NUMBER:	10918-N4695
NAME OF SUBMITTER:	Emily A. Shouse
Signature:	/emily a. shouse/
Date:	03/05/2012

Total Attachments: 8
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WADDEY & PATTERSON P.C.

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

WADDEY & PATTERSON, P.C.
1600 DIVISION ST STE 500
NASHVILLE, TN 37203

Request Type: Certified Copies
Request #: 60026

Issuance Date: 02/29/2012
Copies Requested: 1

Document Receipt

Receipt # : 647781	Filing Fee:	$20.00
Payment-Check/MO - WADDEY & PATTERSON, P.C., NASHVILLE, TN		$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Lochinvar, LLC**, Control # 240155 was formed or qualified to do business in the State of Tennessee on 05/06/1991. Lochinvar, LLC has a home jurisdiction of DAVIDSON COUNTY and is currently in an Active status.

Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

Reference #	Date Filed	Filing Description
6933-1653	08/26/2011	Conversion

TRADEMARK
REEL: 004730 FRAME: 0531

RECEIVED
STATE OF TENNESSEE
2011 AUG 26 PM 3:07
TRE HARGETT
SECRETARY OF STATE

CERTIFICATE OF CONVERSION
OF
LOCHINVAR CORPORATION
(a Tennessee corporation)
TO
LOCHINVAR, LLC
(a Tennessee limited liability company)

6933.1653

Pursuant to the provisions of Section 48-21-111 of the Tennessee Business Corporation Act, as amended (the "Act"), and Section 48-249-703 of the Tennessee Revised Limited Liability Company Act, as amended (the "LLC Act"), the undersigned hereby submits this certificate of conversion:

FIRST: The name of the converting domestic corporation is Lochinvar Corporation (the "**Corporation**").

SECOND: The principal business address of the Corporation is 300 Maddox Simpson Parkway, Lebanon, Tennessee, 37097.

THIRD: The Corporation was incorporated in the State of Tennessee on May 6, 1991 and its Secretary of State control number is 000240155.

FOURTH: The Corporation does now wish to convert from a corporation to a domestic limited liability company, and the name of the domestic limited liability company as set forth in the Articles of Organization, filed contemporaneously herewith, is Lochinvar, LLC (the "**LLC**").

FIFTH: The Plan of Conversion is attached hereto as **Exhibit A** and is incorporated by reference.

SIXTH: The terms and conditions of the conversion of the Corporation into the LLC have been approved by the unanimous vote of the shareholders and the directors of the Corporation in accordance with Sections 48-17-104 and 48-18-202 of the Act.

SEVENTH: The number of members of the LLC at the date of conversion is one (1).

EIGHTH: The effective date and time of the conversion of the Corporation into the LLC shall be upon filing this Certificate of Conversion.

Signature page follows.

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EXHIBIT A

Plan of Conversion

(see attached)

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STATE OF TENNESSEE
2011 AUG 26 PM 3:07
TRE HARGETT
SECRETARY OF STATE

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TRADEMARK
REEL: 004730 FRAME: 0533

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STATE OF TENNESSEE
2011 AUG 26 PM 3:07
TRE HARGETT
SECRETARY OF STATE

6933.1655

PLAN OF CONVERSION
OF
LOCHINVAR CORPORATION
(a Tennessee corporation)
TO
LOCHINVAR, LLC
(a Tennessee limited liability company)

This Plan of Conversion (the "**Plan**"), dated August 26, 2011, is adopted for the purpose of converting Lochinvar Corporation, a Tennessee corporation (the "**Corporation**"), to a Tennessee limited liability company (the "**Conversion**").

1. **Certificate of Conversion**. The Corporation shall cause to be filed with the Secretary of State of the State of Tennessee a Certificate of Conversion in the form attached hereto as **Exhibit A** (the "**Certificate of Conversion**"), pursuant to the requirements of Section 48-249-703 of the Tennessee Limited Revised Liability Company Act, as amended (the "**LLC Act**") and the requirements of Section 48-21-111 of the Tennessee Business Corporation Act, as amended (the "**Act**").

2. **Name of Limited Liability Company**. The name of the limited liability company to be formed pursuant to such conversion is Lochinvar, LLC (the "**LLC**").

3. **Conversion of Shares**. Simultaneously with the filing of the Certificate of Conversion described above, the outstanding capital stock of the Corporation's shareholders shall be converted into 100% of the membership interests in the LLC.

4. **Effective Date**. The effective date and time of the conversion shall be upon filing the Certificate of Conversion.

5. **Articles of Organization**. The organizer of the LLC shall cause to be filed with the Secretary of the State of the State of Tennessee, the Articles of Organization, in the form attached hereto as **Exhibit B** (the "**Articles of Organization**").

6. **Operating Agreement**. Notification from the Secretary of State of the State of Tennessee of the approval of the conversion will be deemed to be execution by the sole member of the LLC of the Limited Liability Company Operating Agreement of the LLC (the "**Operating Agreement**").

7. **Surrender of Certificates**. Promptly following the filing of the Certificate of Conversion and the conversion of shares, as set forth in Sections 1 and 3 hereof, the stockholder holding shares of stock in the Corporation shall be required to surrender to the Corporation its certificate or certificates representing the outstanding voting shares of stock held by such stockholders, and its interest shall be deemed to have been converted to a Membership Interest and Membership Percentage in the LLC, as those terms are defined in the Operating Agreement.

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8. **Governing Law**. This Plan shall be governed by, and interpreted in accordance with, the laws of the State of Tennessee, particularly including, but not limited to, the LLC Act and Act.

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TRE HARGETT
SECRETARY OF STATE

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IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion, dated as of the date first written above.

LOCHINVAR CORPORATION

By: _____
Name: James F. Stern
Title: Vice President and Assistant Secretary

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STATE OF TENNESSEE
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SECRETARY OF STATE

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[Signature Page to Plan of Conversion]

ARTICLES OF ORGANIZATION

OF

LOCHINVAR, LLC

These Articles of Organization presented herein are adopted pursuant to Section 48-249-202 of the Tennessee Revised Limited Liability Company Act, as amended (the "**LLC Act**").

FIRST: The name of Limited Liability Company is Lochinvar, LLC (the "**LLC**").

SECOND: The name of the registered agent of the LLC in the State of Tennessee is The Prentice-Hall Corporation System, Inc. The address of the registered agent of the LLC in State of Tennessee is 2908 Posten Avenue, Nashville, Tennessee 37203 in Davidson County.

THIRD: The address of the principal executive office of the LLC is 300 Maddox Simpson Parkway, Lebanon, Tennessee, 37097 in Wilson County.

THIRD: The LLC will be Member-Managed.

FOURTH: The period of duration of the LLC is perpetual.

FIFTH: The operating agreement of the LLC and all amendments thereto shall be in writing.

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STATE OF TENNESSEE
2011 AUG 26 PM 3:07
LEE HARGETT
SECRETARY OF STATE

Signature page follows.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization, this 26th day of August, 2011.

LOCHINVAR, LLC

By: A. O. SMITH CORPORATION, its sole member

By: _____
Name: James F. Stern
Title: Vice President and Assistant Secretary

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STATE OF TENNESSEE
2011 AUG 26 PM 3:07
TRE HARGETT
SECRETARY OF STATE

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[Signature Page to Articles of Organization of Lochinvar, LLC]