

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM307333

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PVI Industries, LLC		04/01/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Merit PVI Holdings, LLC		
Street Address:	303 West Madison Street		
Internal Address:	Suite 2100		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	Merit Parallel PVI Holdings, LLC		
Street Address:	303 West Madison Street		
Internal Address:	Suite 2100		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	McCoy PVI Holdings, LLC		
Street Address:	303 West Madison Street		
Internal Address:	Suite 2100		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	1027854	PVI	
Registration Number:	1027855	A WORLD OF HOT WATER	
Registration Number:	1039189	GLASHIELD	
Registration Number:	1039188	NICKELSHIELD	
TRADEMARK			

Property Type	Number	Word Mark
Registration Number:	1098698	HI-VET
Registration Number:	1224119	COPPERGLAS
Registration Number:	1273428	FIREPOWER
Registration Number:	1370002	TURBOPOWER
Registration Number:	1290884	THERMOPOWER
Registration Number:	1441985	COPPERSHIELD
Registration Number:	1564319	SUPERTANK
Registration Number:	1642715	POLYSHIELD
Registration Number:	1641178	DURAWATT
Registration Number:	1641177	FLEXCOIL
Registration Number:	1797704	VENTURA
Registration Number:	2055966	QUICKDRAW
Registration Number:	2018305	SCALEGUARD
Registration Number:	2087355	POWER VT
Registration Number:	2718006	SANISTEEL
Registration Number:	3079019	PLATINUM
Registration Number:	4433723	COBREX
Serial Number:	85740004	EZ PLATE
Serial Number:	85740042	CONQUEST
Registration Number:	4199706	AQUAPLEX
Registration Number:	3982288	PVI ENGINEERED WATER HEATING SOLUTIONS

CORRESPONDENCE DATA

Fax Number:

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

Phone: 414-298-1000
Email: tadmin@reinhartlaw.com
Correspondent Name: Daniel E. Kattman
Address Line 1: 1000 N Water St.
Address Line 2: Suite 1900
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	065454-0012
NAME OF SUBMITTER:	DANIEL E. KATTMAN
SIGNATURE:	/dek/
DATE SIGNED:	06/11/2014

Total Attachments: 6
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WORLDWIDE TRADEMARK AND DOMAIN NAME ASSIGNMENT

This Trademark and Domain Name Assignment (the "Assignment") is effective as of April 1, 2014 (the "Effective Date") from PVI Industries, LLC, a Delaware limited liability company ("Assignor"), to Merit PVI Holdings, LLC, a Delaware limited liability company, Merit Parallel PVI Holdings, LLC, a Delaware limited liability company, and McCoy PVI Holdings, LLC, a Delaware limited liability company (collectively, "Assignees").

RECITALS

- A. As recited in the UCC Article 9 Foreclosure Bill of Sale ("Bill of Sale") executed on April 1, 2014, Assignees agreed to acquire certain personal property of the Assignor, including the Trademarks and Domain Names (as defined below).
- B. Assignor is the owner of the Trademarks and Domain Names.
- C. Assignor and Assignees (collectively "the Parties") each desire, by execution of this Assignment, to confirm the assignment of all of Assignor's rights, title, and interest in and to the Trademarks and Domain Names to Assignees.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration, including that recited in the Bill of Sale, the receipt and sufficiency of which the Parties hereby acknowledge, and in consideration of covenants and agreements set forth in this Assignment, the Parties mutually agree as follows:

1. Definitions of Trademarks: The trademarks ("Trademarks") are defined as the US and foreign trademark and trademark applications listed in Appendix A attached to and made a part of this Assignment, as well as: (a) goodwill associated with the Trademarks; (b) all common law rights associated with the Trademarks; (c) all rights to claim priority to the Trademarks, including any pending or subsequent US and foreign trademark applications, and including the right to claim, for any of said applications, the full benefits and priority rights under the International Convention and any other international agreement to which the United States adheres, where the rights, title, and interest are to be held and enjoyed by Assignees, their successors and assigns, to the full end of the term or terms for which any and all of the Trademarks are granted, as fully and entirely as would have been held and enjoyed by Assignor had this Assignment not been made; (d) all renewals thereof; and (e) all rights of action, powers, and benefits accrued thereto, including the rights conferred to the holders of the Trademarks by the US Patent and Trademark Office or corresponding foreign authority, including but not limited to the right of enforcement of the Trademarks for any and all claims of past, present, and future infringement and any relief resulting from such claims, including both equitable and monetary relief, in forms including but not limited to injunctions, damages, and royalties.

2. Definitions of Domain Names: The Domain Names ("Domain Names") are defined as the domain names listed in Appendix A attached to and made a part of this Assignment, as well as: (a) goodwill associated with the domain names; (b) all common law

rights associated with the domain names; (c) all renewals thereof; and (e) all rights of action, powers, and benefits accrued thereto, including the rights conferred to the holders of the Domain Names by any United States or foreign authority, including but not limited to the right of enforcement of the Domain Names for any and all claims of past, present, and future infringement and any relief resulting from such claims, including both equitable and monetary relief, in forms including but not limited to injunctions, damages, and royalties.

3. Assignment of Trademarks and Domain Names: Assignor hereby assigns, transfers, conveys, and grants to Assignees, their successors and assigns, all of Assignor's rights, title, and interest in the Trademarks and Domain Names.


4. Relationship of Assignees: The rights, title, and interest in the Trademarks and Domain Names shall be held by the Assignees as tenants in common with undivided interests in the following percentages:

Merit PVI Holdings, LLC	82.38%
Merit Parallel PVI Holdings, LLC	10.36%
McCoy PVI Holdings, LLC	7.26%

5. Facsimile Signature; Counterparts. This Assignment may be executed by facsimile delivery or other electronic means (*i.e.*, PDF) of original signatures and in counterparts, each of which shall be considered one and the same agreement, and shall become effective when such counterparts have been signed by each party and delivered to the other party.

IN WITNESS WHEREOF, the Parties have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

RIVERSIDE HYDRONICS, LLC
By: Alden Industries, Inc., its sole member

By: 
Chris Bollas, President

MERIT PVI HOLDINGS, LLC

By: Merit Mezzanine Fund IV, L.P., its sole member

By: Merit Capital Partners IV, L.P., its general partner

By: Merit Capital Partners IV, L.L.C., its general partner

By: 

Timothy J. MacKenzie, Managing Director

MERIT PARALLEL PVI HOLDINGS, LLC

By: Merit Mezzanine Parallel Fund IV, L.P., its sole member

By: Merit Capital Partners IV, L.P., its general partner

By: Merit Capital Partners IV, L.L.C., its general partner

By: 

Timothy J. MacKenzie, Managing Director

MCCOY PVI HOLDINGS, LLC

By: _____

Thomas G. McCoy, its sole member

MERIT PVI HOLDINGS, LLC

By: Merit Mezzanine Fund IV, L.P., its sole member
By: Merit Capital Partners IV, L.P., its general partner
By: Merit Capital Partners IV, L.L.C., its general partner

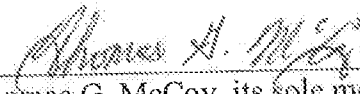
By: _____
Timothy J. MacKenzie, Managing Director

MERIT PARALLEL PVI HOLDINGS, LLC

By: Merit Mezzanine Parallel Fund IV, L.P., its sole member
By: Merit Capital Partners IV, L.P., its general partner
By: Merit Capital Partners IV, L.L.C., its general partner

By: _____
Timothy J. MacKenzie, Managing Director

MCCOY PVI HOLDINGS, LLC

By:  _____
Thomas G. McCoy, its sole member

APPENDIX A:

Trademarks

PVI Industries - Trademarks	Country	Registration Number	Date Registered
PVI	United States	1,027,854	12/23/75
A WORLD OF HOT WATER	United States	1,027,855	12/23/75
GLASHIELD	United States	1,039,189	05/11/76
NICKELSHIELD	United States	1,039,188	05/11/76
HI-VET	United States	1,098,698	08/08/78
COPPERGLAS	United States	1,224,119	01/18/83
FIREPOWER	United States	1,273,428	04/10/84
TURBOPOWER	United States	1,370,002	11/12/85
THERMOPower	United States	1,290,884	08/21/84
COPPERSHIELD	United States	1,441,985	06/09/87
SUPERTANK	United States	1,564,319	11/07/89
POLYSHIELD	United States	1,642,715	04/30/91
DURAWATT	United States	1,641,178	04/16/91
FLEXCOIL	United States	1,641,177	04/16/91
PVI WATER HEATER SIZING GUIDE	United States	COPYRIGHT 300,806	10/14/87
VENTURA	United States	1,797,704	10/12/93
QUICKDRAW	United States	2,055,966	04/22/97
SCALEGUARD	United States	2,018,305	11/19/96
POWER VT	United States	2,087,355	08/12/97
SANISTEEL	United States	2,718,006	05/20/03
PLATINUM - US	United States	3,079,019	04/11/06
PLATNUM - Canada	Canada	TMA 695,697	09/06/07
COBEX	United States	4,433,723	11/12/13
EZ PLATE	United States	85740004	N/A
CONQUEST	United States	85740042	N/A
AQUAPLEX	United States	4,199,706	8/28/12
PVI ENGINEERED WATER HEATING SOLUTIONS & Design	United States	3,982,288	6/21/11

Domain Names

Domain Name	Account Holder
alden-industries.com	PVI Industries, LLC
no-tank-linings.com	PVI Industries, LLC
pvi-industrial.com	PVI Industries, LLC
pvi.com	PVI Industries, LLC
pvihr.com	PVI Industries, LLC
pviind.com	PVI Industries, LLC
pviindustrial.com	PVI Industries, LLC
pviindustries.com	PVI Industries, LLC
pvinet.com	PVI Industries, LLC
pvipcs.com	PVI Industries, LLC
pviplating.com	PVI Industries, LLC
pvirep.com	PVI Industries, LLC
pvireps.com	PVI Industries, LLC