

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM409427

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Water Heater Company		12/01/2016	Corporation: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	A. O. Smith Corporation		
<b>Street Address:</b>	11270 W. Park Place		
<b>City:</b>	Milwaukee		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53224		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1982501	PROLINE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4142770656		
<i>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.</i>			
<b>Phone:</b>	414-271-6560		
<b>Email:</b>	mkeipdocket@michaelbest.com		
<b>Correspondent Name:</b>	Michael Best & Friedrich LLP		
<b>Address Line 1:</b>	100 E. Wisconsin Avenue, Suite 3300		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	010121-2621-001 (US00)		
<b>NAME OF SUBMITTER:</b>	Katrina G. Hull		
<b>SIGNATURE:</b>	/katrinaghull/		
<b>DATE SIGNED:</b>	12/19/2016		
<b>Total Attachments: 1</b>			
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OP \$40.00 1982501

## ASSIGNMENT OF TRADEMARK

This Agreement is made by and between **American Water Heater Company**, a U.S. corporation incorporated under the laws of Nevada, with a principal place of business at 500 Princeton Road, Johnson City, Tennessee 37601 (hereinafter "Assignor") and **A. O. Smith Corporation**, a U.S. corporation incorporated under the laws of the State of Delaware, with a principal place of business at 11270 W. Park Place, Milwaukee, Wisconsin 53224, United States (hereinafter "Assignee") on this 1st day of December, 2016 ("Effective Date").

WHEREAS, Assignor owns U.S. trademark registration No. 1982501 for the PROLINE mark for water heaters registered on June 25, 1996; and

WHEREAS, Assignee is desirous of acquiring said Mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor has assigned and does hereby assign unto Assignee all right, title and interest in and to said Mark, the rights to sue for past, present and future infringements, together with the goodwill of the business symbolized by the Mark.

**American Water Heater Company**

By: Patricia K. Ackerman

Name: Patricia K. Ackerman

Title: Assistant Treasurer