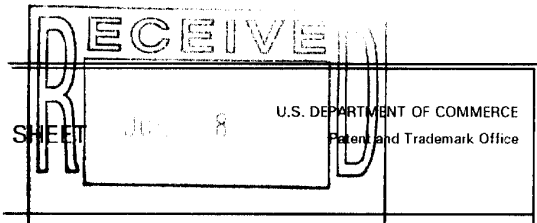


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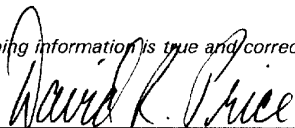


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Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>Gary J. Potter</b></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>AOS Holding Company</b></p> <p>Address: 1100 North Market Street</p> <p>City: <b>Wilmington</b> State: <b>DE</b> Zip: <b>19801</b></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other</p> <p>Execution Date: <u>6/19/98</u></p>	
<p>4. Application number(s) or patent number(s):</p> <p>A. Patent Application No.(s) <b>09/053,183</b> Filed: <b>April 1, 1998</b></p> <p>B. Patent No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p><b>David R. Price</b> <b>Michael Best &amp; Friedrich LLP</b> <b>Suite 3300</b> <b>100 East Wisconsin Avenue</b> <b>Milwaukee, WI 53202-4108</b></p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <b>40.00</b></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Deficiencies in fee charged to Deposit Account</p> <p>8. Deposit account number: <u>133080</u></p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and signature.</p> <p><i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>David R. Price (Reg. No. 31,557)</u>  <u>July 7, 1998</u></p> <p>Name of Person Signing Signature Date</p> <p>Attorney File <u>10121/9614</u></p> <p>Total number of pages including cover sheet, attachments, and document: 3</p>	
<p>OMB No. 0651-0011 (exp. 4/94) H:\PF\FORM\ASSIGN.CS2</p>	

cc: Docketing

( 07/10/1998 SMITH 00000015 09053183 )  
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A S S I G N M E N T

For and in consideration of the sum of One Dollar  
(\$1.00) to me:

Gary J. Potter  
1130 Willow Run  
Mooresville, IN 46518

paid by AOS Holding Company (hereinafter referred to as  
"Assignee"), a Delaware corporation having its principal place  
of business at:

1100 North Market Street  
Wilmington, Delaware 19801

and for other valuable and sufficient consideration, receipt  
whereof is hereby acknowledged, I hereby sell, assign and  
convey, unto Assignee, its successors and assigns, my entire  
right, title and interest -

(1) in and to an invention entitled "Combustion  
Burner For A Water Heater" for which I have executed United  
States patent application Serial No. 09/053,183, filed  
April 1, 1998;

(2) in and to said United States patent  
application, in and to all other patent applications  
(including divisional, continuation, continuation-in-part,  
§111(b) provisional, §111(a), and reissue applications) based  
upon said invention, and in and to the patent or patents to be  
granted thereon, including reissues thereof, if any, to the  
full end of the term or terms for which said patent or patents  
may be granted;

(3) in and to all patent applications on said  
invention now or hereafter filed in countries foreign to the  
United States of America, and in and to any and all patents

granted on said applications to the full end of the terms for which said patents may be granted; and

(4) under the International Convention in respect to the United States patent application and agree that any patent applications of any foreign countries which may be filed shall be filed in the name of my Assignee with a claim to priority based on said United States application.

And I hereby agree that I will, upon demand of Assignee, its successors or assigns, and without further consideration to me, execute any and all papers that may be necessary, or deemed by Assignee, its successors or assigns, to be necessary, to a complete fulfillment of the intent and purposes of this Assignment, it being understood that any expense incident to the execution of such papers shall be paid by Assignee, its successors and assigns, and not by me.

And the Commissioner of Patents and Trademarks of the United States is hereby authorized and requested to issue the said United States patent or patents to Assignee.

Date: 6/19/98

Gary J. Potter  
Gary J. Potter