

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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|--|------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Conversion from Corporation to LLC |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Lochinvar Corporation | 08/26/2011 |
| RECEIVING PARTY DATA | |
| Name: | Lochinvar, LLC |
| Street Address: | 300 Maddox Simpson Parkway |
| City: | Lebanon |
| State/Country: | TENNESSEE |
| Postal Code: | 37090 |
| PROPERTY NUMBERS Total: 1 | |
| Property Type | Number |
| Application Number: | 13734462 |
| CORRESPONDENCE DATA | |
| Fax Number: | 6152422221 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 615-242-2400 |
| Email: | lwb@iplawgroup.com |
| Correspondent Name: | Lucian Wayne Beavers |
| Address Line 1: | 1600 Division Street |
| Address Line 2: | Suite 500 |
| Address Line 4: | Nashville, TENNESSEE 37203 |
| ATTORNEY DOCKET NUMBER: | 000258DIV1 |
| NAME OF SUBMITTER: | Lucian Wayne Beavers |
| Total Attachments: 7 source=2633286#page1.tif source=2633286#page2.tif source=2633286#page3.tif source=2633286#page4.tif source=2633286#page5.tif source=2633286#page6.tif source=2633286#page7.tif | |

OP \$40.00 13734462

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

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

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.

EXHIBIT A

Plan of Conversion

(see attached)

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PAE HARGETT
SECRETARY OF STATE

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

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

6933.1655

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.

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.

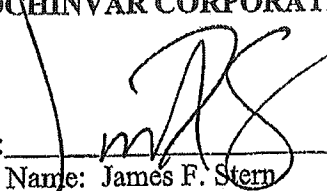
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STATE OF TENNESSEE
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HE HARGETT
SECRETARY OF STATE

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
20th AUG 26 PM 3:07
THE HARGETT
SECRETARY OF STATE

6933.1657

[Signature Page to Plan of Conversion]

PATENT

REEL: 029866 FRAME: 0962

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.

Signature page follows.

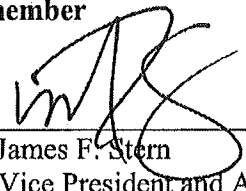
RECEIVED
STATE OF TENNESSEE
2011 AUG 29 PM 3:07
SECRETARY OF STATE

6933.1658

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
LISE HARGETT
SECRETARY OF STATE

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

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