

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT2884447

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Execution Date
PVI INDUSTRIES, LLC	04/01/2014

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
Name:	MERIT PARALLEL PVI HOLDINGS, LLC
Street Address:	303 WEST MADISON STREET
Internal Address:	SUITE 2100
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60606
Name:	MCCOY PVI HOLDINGS, LLC
Street Address:	P. O. BOX 27670
City:	PANAMA CITY BEACH
State/Country:	FLORIDA
Postal Code:	32411

PROPERTY NUMBERS Total: 9

Property Type	Number
Patent Number:	5713515
Patent Number:	5666943
Patent Number:	5775268
Patent Number:	5772422
Patent Number:	7278379
Patent Number:	D533263
Patent Number:	7299769
Patent Number:	7665427

PATENT

Property Type	Number
Application Number:	13658934

CORRESPONDENCE DATA

Fax Number: (414)298-8097

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: 414-298-8230

Email: IPadmin@reinhardtllaw.com

Correspondent Name: ALEC D. SMYCZEK

Address Line 1: 1000 NORTH WATER STREET

Address Line 2: SUITE 1700

Address Line 4: MILWAUKEE, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	076761-0001
NAME OF SUBMITTER:	ALEC D. SMYCZEK
SIGNATURE:	/Alec D. Smyczek/
DATE SIGNED:	06/04/2014

Total Attachments: 5

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WORLDWIDE PATENT ASSIGNMENT

This Patent 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 acquired certain personal property of the Assignor, including the Patents (as defined below).

B. Assignor is the owner of the Patents.

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 Patents 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. Definition of Patents: The Patents ("Patents") are defined as the US and foreign patents and patent applications listed in Appendix A attached to and made a part of this Assignment, as well as: (a) all inventions, improvements, and modifications disclosed or claimed in the Patents; (b) all rights to claim priority to the Patents, including any pending or subsequent US and foreign patent 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 Patents are granted, as fully and entirely as would have been held and enjoyed by Assignor had this Assignment not been made; (c) any and all patents issuing from pending patent applications listed in Appendix A, as well as any and all patents issuing from continuations, continuations-in-part, reissues, re-examinations, or divisions of the Patents regardless of whether such patents mature from convention or non-convention applications or any other substitutions, renewals, extensions, additions, utility models or other United States or foreign patents; (d) all renewals thereof; and (e) all rights of action, powers, and benefits accrued thereto, including the rights conferred to the holders of the Patents by the US Patent and Trademark Office or corresponding foreign authority, including but not limited to the right of enforcement of the Patents 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. Assignment of Patents: Assignor hereby assigns, transfers, conveys, and grants to Assignees, their successors and assigns, all of Assignor's rights, title, and interest in the Patents, including the right to claim priority in and to the same.

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

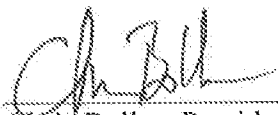
Merit PVI Holdings, LLC	82.38%
Merit Parallel PVI Holdings, LLC	10.36%
McCoy PVI Holdings, LLC	7.26%

4. 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.

PVI INDUSTRIES, LLC

By: Alden Industries, Inc., its sole member

By: 
Chris Bolas, 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:
The Patents

Document	Title	Date Issued
US Patent No. 5,713,515	Method and System in a Fluid Heating Apparatus for Efficiently Controlling Combustion	02/03/98
US Patent No. 5,666,943	Water Heater or Boiler with Improved Tank Design	09/16/97
US Patent No. 5,775,268	High Efficiency Vertical Tube Water Heater Apparatus	07/07/98
US Patent No. 5,772,422	Burner Array for Water Heating Apparatus	06/30/98
US Patent No. 7,278,379	Heat Exchange System	10/09/07
US Patent No. D533,263	Portable Water Heater	12/05/06
US Patent No. 7,299,769	Condensing Gas Fired Water Heater	11/27/07
Canadian Patent No. 2,558,943	Steam Driven Heat Exchanger-Type Hot Water Heater with Mixing/Blending Valve Temperature Control	01/03/12
Mexican Patent No. 267,425	Calentador de Agua Encendido por Gas de Condensacion	06/12/09
US Patent No. 7,665,427	Heat Exchange System with Steam Trap Protection	02/23/10
US Patent Appl. No. 13/658,934	Electromechanical Temperature Regulation System for Providing Tempered Mix Water	NA
Canadian Patent Appl. No. 2,802,312	Electromechanical Temperature Regulation System for Providing Tempered Mix Water	NA