

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM345182

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Water Heater Innovations, Inc.		06/24/2013	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Rheem Sales Company, Inc.		
Street Address:	1100 Abernathy Road, N.E.		
Internal Address:	Suite 1400		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30328		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3641756		
Registration Number:	1577636	MARATHON	
Registration Number:	2491573		
CORRESPONDENCE DATA			
Fax Number:	4048817777		
<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>			
Phone:	404-881-7000		
Email:	betsy.perkins@alston.com		
Correspondent Name:	Nadya Munasifi Sand		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	052460/369170		
NAME OF SUBMITTER:	Nadya Munasifi Sand		
SIGNATURE:	/Nadya Munasifi Sand/		
DATE SIGNED:	06/19/2015		

OP \$90.00 3641756

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WATER HEATER INNOVTIONS, INC.", A MINNESOTA CORPORATION, WITH AND INTO "RHEEM SALES COMPANY, INC." UNDER THE NAME OF "RHEEM SALES COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 2013, AT 6:32 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF AUGUST, A.D. 2013, AT 12:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0619237

DATE: 07-26-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005556 FRAME: 0567

**CERTIFICATE OF MERGER
OF
WATER HEATER INNOVATIONS, INC.
(a Minnesota corporation)
WITH AND INTO
RHEEM SALES COMPANY, INC.
(a Delaware corporation)**

Rheem Sales Company, Inc., a corporation organized and existing by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Water Heater Innovations, Inc.	Minnesota
Rheem Sales Company, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the Delaware General Corporation Law and the requirements of the Minnesota Business Corporation Act.

THIRD: That the name of the surviving corporation is Rheem Sales Company, Inc.

FOURTH: That the Certificate of Incorporation of Rheem Sales Company, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal office of the surviving corporation, the address of which is 1100 Abernathy Road, N.E., Suite 1400, Atlanta, GA 30328.

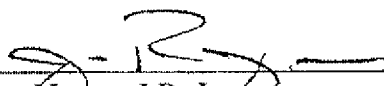
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The merger shall be effective at 12:05 a.m. on August 1, 2013.

[Signature on following page]

IN WITNESS WHEREOF, Rheem Sales Company, Inc. has caused this Certificate to be executed by a duly authorized officer as of the 24th day of June, 2013.

Rheem Sales Company, Inc.

By: 
Name: J.R. Jones
Title: President