

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Niedner Limited		12/22/2000	LIMITED PARTNERSHIP: CANADA

RECEIVING PARTY DATA	
Name:	Ansul Canada Limited
Street Address:	200 Bay Street, Suite 3800
Internal Address:	Royal Bank Plaza, South Tower
City:	Toronto
State/Country:	CANADA
Postal Code:	M5J2J7
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2151820	DRAFTEX

CORRESPONDENCE DATA	
Fax Number:	(314)621-5065
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	ejones@armstrongteasdale.com
Correspondent Name:	Andrew B. Mayfield
Address Line 1:	One Metropolitan Square, Suite 2600
Address Line 2:	Armstrong Teasdale LLP
Address Line 4:	St. Louis, MISSOURI 63102

DOMESTIC REPRESENTATIVE	
Name:	Andrew B. Mayfield
Address Line 1:	One Metropolitan Square, Suite 2600
Address Line 2:	Armstrong Teasdale LLP
Address Line 4:	St. Louis, MISSOURI 63102

CH \$40.00 2151820

NAME OF SUBMITTER:

Ellen J. Jones

Total Attachments: 14

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5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B Cocher A ou B

(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
 The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par vote de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Ansul Canada Limited

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
ANSUL CANADA LIMITED	1147996	12/22/2000
WILDFIRE FIRE EQUIPMENT INC./ EQUIPEMENTS D'INCENDIE WILDFIRE INC.	1453028	12/22/2000
NIEDNER LIMITED - NIEDNER LIMITEE	1454272	12/22/2000
WFEL HOLDINGS INC./ GESTION WFEL INC.	1453029	12/22/2000

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie. 3.

N/A

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

an unlimited number of common shares

DSG 01/2000

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

N/A

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9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5.

No share or shares of the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

It Shall be a condition of the articles:

(a) that the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

(b) that any invitation to the public to subscribe for securities of the Corporation is prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

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These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire. 6.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

ANSUL CANADA LIMITED

Per: Bernard J. Doherty
Bernard J. Doherty - Vice President

**WFEI HOLDINGS INC./
GESTION WFEI INC.**

Per: Bernard J. Doherty
Bernard J. Doherty - Vice President

**WILDFIRE FIRE EQUIPMENT INC./
ÉQUIPEMENTS D'INCENDIE WILDFIRE INC.**

Per: Bernard J. Doherty
Bernard J. Doherty - Vice President

**NIEDNER LIMITED-
NIEDNER LIMITÉE**

Per: Bernard J. Doherty
Bernard J. Doherty - Vice President

DSG 01/2000

Schedule "A"

**STATEMENT OF A DIRECTOR OR OFFICER OF
ANSUL CANADA LIMITED
(the "Corporation")
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO) (the "Act")**

RECITAL:

A. The Corporation, Wildfire Fire Equipment Inc., WFBI Holdings Inc. and Niedner Limited wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to section 174 of the Act.

B. The undersigned is required to make the following statements in connection with the said amalgamation.

1. The undersigned is a Vice President of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. With respect to paragraph 178(2) of the Act, no creditors have notified the Corporation that they object to the amalgamation.
4. As no creditor of the Corporation has notified the Corporation of its objection to the amalgamation, the Corporation has not given any notice pursuant to paragraph 178(2)(d) of the Act.

DATED: DECEMBER 22, 2000


Bernard J. Doherty - Vice President

Schedule "A"

**STATEMENT OF A DIRECTOR OR OFFICER OF
WILDFIRE FIRE EQUIPMENT INC.
(the "Corporation")
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO) (the "Act")**

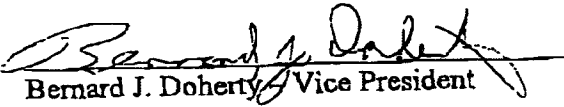
RECITAL:

A. The Corporation, Ansul Canada Limited, Niedner Limited and WFEI Holdings Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to section 174 of the Act.

B. The undersigned is required to make the following statements in connection with the said amalgamation.

1. The undersigned is a Vice President of the Corporation.
2. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
3. With respect to paragraph 178(2) of the Act, no creditors have notified the Corporation that they object to the amalgamation.
4. As no creditor of the Corporation has notified the Corporation of its objection to the amalgamation, the Corporation has not given any notice pursuant to paragraph 178(2)(d) of the Act.

DATED: DECEMBER 22, 2000


Bernard J. Doherty Vice President

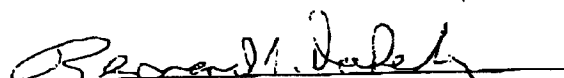
Schedule "A"

**STATEMENT OF A DIRECTOR OR OFFICER OF
NIEDNER LIMITED
(the "Corporation")
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO) (the "Act")**

RECITAL:

- A. The Corporation, Ansul Canada Limited, WFEI Holdings Inc. and Wildfire Fire Equipment Inc. wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to section 174 of the Act.
- B. The undersigned is required to make the following statements in connection with the said amalgamation.
1. The undersigned is a Vice President of the Corporation.
 2. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
 3. With respect to paragraph 178(2) of the Act, no creditors have notified the Corporation that they object to the amalgamation.
 4. As no creditor of the Corporation has notified the Corporation of its objection to the amalgamation, the Corporation has not given any notice pursuant to paragraph 178(2)(d) of the Act.

DATED: DECEMBER 22, 2000


Bernard J. Doherty - Vice President

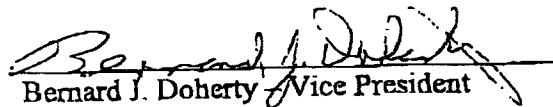
Schedule "A"

**STATEMENT OF A DIRECTOR OR OFFICER OF
WFEI HOLDINGS INC.
(the "Corporation")
PURSUANT TO SUBSECTION 178(2) OF THE
BUSINESS CORPORATIONS ACT (ONTARIO) (the "Act")**

RECITAL:

- A. The Corporation, Ansul Canada Limited, Wildfire Fire Equipment Inc. and Niedner Limited wish to amalgamate and continue as one corporation (the "Amalgamated Corporation") pursuant to section 174 of the Act.
- B. The undersigned is required to make the following statements in connection with the said amalgamation.
1. The undersigned is a Vice President of the Corporation.
 2. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the Amalgamated Corporation will be, able to pay its liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.
 3. With respect to paragraph 178(2) of the Act, no creditors have notified the Corporation that they object to the amalgamation.
 4. As no creditor of the Corporation has notified the Corporation of its objection to the amalgamation, the Corporation has not given any notice pursuant to paragraph 178(2)(d) of the Act.

DATED: DECEMBER 22, 2000


Bernard J. Doherty Vice President

Schedule "B"

ANSUL CANADA LIMITED

RESOLUTION OF THE DIRECTORS

Amalgamation

RESOLVED THAT:

1. the amalgamation of the Corporation, Wildfire Fire Equipment Inc., WFEI Holdings Inc. and Niedner Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and it is approved;
2. on the issuance of a Certificate of Amalgamation (the "Certificate") pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital of Wildfire Fire Equipment Inc., WFEI Holdings Inc. and Niedner Limited which have been issued and are outstanding at the date of this resolution, are cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be "Ansul Canada Limited";
4. the Articles of Amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing including, without limitation, the execution of Articles of Amalgamation and its delivery to the Director, as defined in the *Business Corporations Act* (Ontario), and the determination of the effective date of the amalgamation.

Schedule "B"

WILDFIRE FIRE EQUIPMENT INC.

RESOLUTION OF THE DIRECTORS

Amalgamation

RESOLVED THAT:

1. the amalgamation of the Corporation, Ansul Canada Limited, Niedner Limited and WFEI Holdings Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and it is approved;
2. on the issuance of a Certificate of Amalgamation (the "Certificate") pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital of the Corporation which have been issued and are outstanding at the date of this resolution, are cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be "Ansul Canada Limited";
4. the Articles of Amalgamation of the amalgamated corporation shall be the same as the articles of Ansul Canada Limited;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of Ansul Canada Limited;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing including, without limitation, the execution of Articles of Amalgamation and its delivery to the Director, as defined in the *Business Corporations Act* (Ontario), and the determination of the effective date of the amalgamation.

Schedule "B"

NIEDNER LIMITED

RESOLUTION OF THE DIRECTORS

Amalgamation

RESOLVED THAT:

1. the amalgamation of the Corporation, Ansul Canada Limited, WFEI Holdings Inc. and Wildfire Fire Equipment Inc. pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and it is approved;
2. on the issuance of a Certificate of Amalgamation (the "Certificate") pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital of the Corporation which have been issued and are outstanding at the date of this resolution, are cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be "Ansul Canada Limited";
4. the Articles of Amalgamation of the amalgamated corporation shall be the same as the articles of Ansul Canada Limited;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of Ansul Canada Limited;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing including, without limitation, the execution of Articles of Amalgamation and its delivery to the Director, as defined in the *Business Corporations Act* (Ontario), and the determination of the effective date of the amalgamation.

Schedule "B"

WFEI HOLDINGS INC.

RESOLUTION OF THE DIRECTORS

Amalgamation

RESOLVED THAT:

1. the amalgamation of the Corporation, Ansul Canada Limited, Wildfire Fire Equipment Inc. and Niedner Limited pursuant to subsection 177(1) of the *Business Corporations Act* (Ontario) be and it is approved;
2. on the issuance of a Certificate of Amalgamation (the "Certificate") pursuant to subsection 178(4) of the *Business Corporations Act* (Ontario), all shares in the capital of the Corporation which have been issued and are outstanding at the date of this resolution, are cancelled without any repayment of capital in respect thereof;
3. the name of the amalgamated corporation shall be "Ansul Canada Limited";
4. the Articles of Amalgamation of the amalgamated corporation shall be the same as the articles of Ansul Canada Limited;
5. the by-laws of the amalgamated corporation shall be the same as the by-laws of Ansul Canada Limited;
6. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. any director or officer of the Corporation is authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing including, without limitation, the execution of Articles of Amalgamation and its delivery to the Director, as defined in the *Business Corporations Act* (Ontario), and the determination of the effective date of the amalgamation.