

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pentair Pump Group, Inc.		12/31/2002	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Pentair Pump Group, Inc.
Street Address:	5500 Wayzata Blvd
Internal Address:	Suite 800
City:	Golden Valley
State/Country:	MINNESOTA
Postal Code:	55416
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Serial Number:	78363155	AP
Registration Number:	1620836	AP AURORA PUMPS
Serial Number:	78363182	AP AURORA
Registration Number:	1943972	APLEX
Registration Number:	0604808	AURORA
Registration Number:	1620837	AURORA PUMP
Registration Number:	1079232	COUNTRY WATER
Registration Number:	2137340	CRUSADER
Registration Number:	2436646	DRAINER DISK
Registration Number:	2412318	DRAINER-DISK
Registration Number:	2416133	EMERALD ELITE
Serial Number:	78316877	ENGINEERING SOLUTIONS FOR YOUR FUTURE

CH \$915.00 78363155

Registration Number:	1140788	EXPERT
Registration Number:	1132990	
Registration Number:	2244188	GRIZZLY
Registration Number:	1959355	H2OPTIMIZE
Registration Number:	1071769	HYDR-O-GUIDE
Registration Number:	1071767	HYDR-O-MATIC
Registration Number:	2477363	HYDROMATIC
Registration Number:	2608499	LAYNE & BOWLER
Registration Number:	0984925	MYERS
Registration Number:	0985309	MYERS
Registration Number:	0717588	MYERS
Registration Number:	1936750	PREDATOR
Registration Number:	2236489	QUICK DRAW
Registration Number:	1532717	ROYAL
Registration Number:	1132991	SHUR-DRI
Serial Number:	78316914	STILL THE ONE... PREFERRED BY PROFESSIONALS
Registration Number:	0622157	VERTI-LINE
Registration Number:	1801876	VERTICAL TURBINE SOLIDS HANDLING
Registration Number:	1444892	VTSH
Registration Number:	1670052	WATER ACE PUMP CO.
Registration Number:	1670977	WATER ACE WA PUMP CO.
Registration Number:	1067100	WEL LINE
Serial Number:	78316858	WHERE INNOVATION MEETS TRADITION
Registration Number:	1984586	XYACCESS

CORRESPONDENCE DATA

Fax Number: (330)376-4577
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 330-376-2700
Email: tlink@ralaw.com
Correspondent Name: Terrence H. Link II
Address Line 1: 222 S Main St
Address Line 4: Akron, OHIO 44308

NAME OF SUBMITTER:	Terrence H. Link II
Signature:	/Terrence H. Link II/
Date:	01/07/2005

TRADEMARK

Total Attachments: 7

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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: PENTAIR PUMP GROUP, INC.
DE: PENTAIR PUMP GROUP, INC.

State of Formation and Name of Surviving Entity:

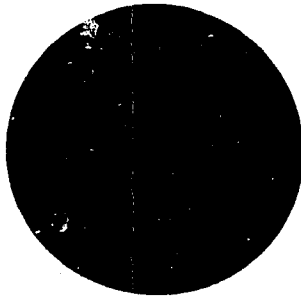
DE: PENTAIR PUMP GROUP, INC.

Effective Date of Merger: December 31, 2002 11:59 PM

Name of Surviving Entity After Effective Date of Merger:

PENTAIR PUMP GROUP, INC.

This certificate has been issued on: December 30, 2002



Mary Kiffmeyer
Secretary of State.

97-200
②

**ARTICLES AND PLAN OF MERGER
OF
PENTAIR PUMP GROUP, INC.
AND
PENTAIR PUMP GROUP, INC.**

Pursuant to Minnesota Statutes Section 302A.601, et. seq. and Delaware General Corporate Law Section 252 et. seq., each of the undersigned corporations do hereby sign and adopt the following Articles and Plan and Agreement of Merger for the purpose of merging Pentair Pump Group, Inc., a Minnesota corporation, into Pentair Pump Group, Inc., a Delaware corporation.

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of this 13th day of December, 2002, by and between Pentair Pump Group, Inc., a Minnesota corporation, ("PPG Minnesota") and Pentair Pump Group, Inc., a Delaware corporation ("PPG Delaware");

WHEREAS, each of PPG Minnesota and PPG Delaware are the wholly owned subsidiaries of Pentair, Inc., a Minnesota corporation ("Pentair"); and

WHEREAS, in the judgment of the respective Boards of Directors of PPG Minnesota and PPG Delaware, it is the best interests of each corporation and their sole shareholder to merge PPG Minnesota into PPG Delaware;

NOW, THEREFORE, it is hereby agreed in accordance with the applicable provisions of the laws of the States of Delaware and Minnesota, that PPG Minnesota shall be merged into PPG Delaware, and PPG Delaware shall survive the merger, and that the plan and agreement of merger and the terms and conditions of the merger shall be as follows:

1. **Merger.** PPG Minnesota and PPG Delaware agree to merge.
2. **Surviving Corporation.** PPG Delaware shall be the surviving corporation and its corporate identity, existence, purposes, powers, franchises, and immunities shall continue unaffected and unimpaired by the merger. The name of the surviving corporation shall be Pentair Pump Group, Inc.. The duly qualified and acting directors and officers of PPG Delaware, immediately prior to the time of the effective date of the merger, shall be the directors and officers of the surviving corporation. Upon the effective date of the merger, the corporate identity, existence, purposes, powers, franchises, rights and immunities of PPG Minnesota, together with all of its assets and subject to all of its debts and liabilities, shall be merged into PPG Delaware, and PPG Delaware shall be fully vested therewith, and the separate existence of PPG Minnesota, except as otherwise provided by law, shall cease.
3. **Articles of Incorporation of the Surviving Corporation.** The Articles of Incorporation and the By-Laws of PPG Delaware shall remain in effect unaltered as the Articles of Incorporation and the By-Laws of the surviving corporation.
4. **Disposition of Shares.** The manner and basis of converting the shares of the constituent corporations into securities of the surviving corporation are as follows:

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(a) All of issued and outstanding shares of PPG Minnesota and PPG Delaware are currently held by Pentair. As a result, none of the issued and outstanding shares of capital stock of PPG Minnesota, shall be exchanged or converted into shares of capital stock of the surviving corporation as a result of the Merger.

(b) Upon the effective date of the Merger, all issued and outstanding shares of capital stock of PPG Minnesota and all rights in respect thereof, shall be canceled forthwith without any action on the part of Pentair, the holder thereof.

5. Effective Date. The Merger shall become effective at 11:59 p.m. on December 31, 2002.

6. Record of Agreement. An executed copy of this Agreement of Merger shall be kept on file at the corporate office of PPG Delaware, 1101 Myers Parkway, Ashland, Ohio 44805 and shall be made available on request to any shareholder of either corporation.

7. Approval. The above described Plan and Agreement of Merger was approved by Pentair, the sole shareholder of PPG Minnesota and PPG Delaware in accordance with Sections 228 and 252 of the Delaware Act; and in accordance with Minnesota Statutes Sections 302A.441 and 302A.613. The Plan and Agreement of Merger was also approved by unanimous written action of the Board of Directors of PPG Minnesota in accordance with §§ 141(f) and 252 of the Delaware Act and the unanimous written action of the Board of Directors of PPG Minnesota in accordance with Minnesota Statute Sections 302A.239 and 302A.613.

8. Consent to Service of Process. PPG Delaware hereby agrees that it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of PPG Minnesota and in any proceeding for the enforcement of the rights of a dissenting shareholder of PPG Minnesota against PPG Delaware. PPG Delaware hereby agrees that it will promptly pay to the dissenting shareholders of PPG Minnesota the amount, if any, to which they are entitled under Minnesota Statute Section 302A.473. PPG Delaware hereby irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any such suit or other proceedings. A copy of such process may be mailed by the Secretary of State of Minnesota to PPG Delaware at the following address:

Pentair Pump Group, Inc.
c/o Pentair, Inc.
1500 County Road B West
St. Paul, MN 55103-3105
Attn: Louis L. Ainsworth, General Counsel

or to such other address as may hereafter be designated in writing by PPG Delaware to the Minnesota Secretary of State.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement of Merger as of December 18, 2002.

(4)

PENTAIR PUMP GROUP, INC.,
a Minnesota corporation

Louis L. Ainsworth
Louis L. Ainsworth, Secretary

PENTAIR PUMP GROUP, INC.,
a Delaware corporation

Louis L. Ainsworth
Louis L. Ainsworth, Secretary

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 30 2002

Mary Kiffney
Secretary of State

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STATE OF MINNESOTA
DEPARTMENT OF STATE

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED

9-13-04

Mary Hoffmeyer

Secretary of State



By

[Signature]

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PENTAIR PUMP GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3347740

DATE: 09-13-04

TRADEMARK
REEL: 003004 FRAME: 0446

**CERTIFICATE OF MERGER OF
PENTAIR PUMP GROUP, INC. INTO
PENTAIR PUMP GROUP, INC.**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Pentair Pump Group, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Pentair Pump Group, Inc., a Minnesota corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Pentair Pump Group, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 25,000, \$1.00 par value.

SIXTH: The merger is to become effective on December 31, 2002 at 11:59 p.m.

SEVENTH: The Agreement of Merger is on file at 1101 Myers Parkway, Ashland, Ohio 44805, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 13th day of December, A.D., 2002.

PENTAIR PUMP GROUP, INC.
a Delaware corporation



Louis L. Ainsworth, Secretary