

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ansul Canada Limited		01/01/2001	CORPORATION: CANADA
Wildfire Fire Equipment Inc.		01/01/2001	CORPORATION: CANADA
Niedner Limited		01/01/2001	CORPORATION: CANADA
WFEI Holdings Inc.		01/01/2001	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Ansul Canada Limited
Street Address:	BCE Place, Suite 4400, Bay Wellington Tower, 181 Bay Street
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5J 2T3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2479700	MARK-3

CORRESPONDENCE DATA

Fax Number: (978)731-7841
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: asimkewicz@tycoint.com
 Correspondent Name: Gerald M. Bluhm
 Address Line 1: One Town Center Road
 Address Line 4: Boca Raton, FLORIDA 33486

DOMESTIC REPRESENTATIVE

Name:

CH \$40.00 2479700

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Gerald M. Bluhm

Signature:

/gbluhm/

Date:

10/26/2005

Total Attachments: 14

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Ministry of
Consumer and
Ontario Commercial Relations

CERTIFICATE
This is to certify that these
articles are effective on

Ministère de
la Consommation
et du Commerce

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

1456888

1.

JANUARY 01 JANVIER, 2001

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule
numéro 4
Loi sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

A	N	S	U	L	C	A	N	A	D	A	L	I	M	I	T	E	D												

2. The address of the registered office is: *Adresse du siège social:*

200 Bay Street, Suite 3800, Royal Bank Plaza, South Tower

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureaux, numéro du bureau)

Toronto, Ontario

M	5	J	2	J	7
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(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code/Code postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
a minimum of 1 and a maximum of 10

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
David G. Butler	1230 Marlborough Court, Suite 610, Oakville, Ontario, L6H 3K6	Yes
David R. Dunlop	2370 Deer Run Avenue, Oakville, Ontario, L6J 6K6	Yes
Karl Kinhead	One Stanton Street, Marinette, Wisconsin, 54143	No

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
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(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.

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

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

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
WFEI HOLDINGS INC./ GESTION WFEI 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

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:

N/A

4. *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:*

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".

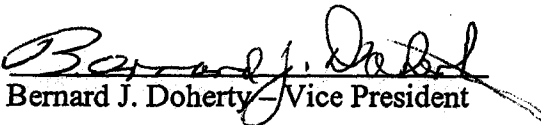
These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire. 6.

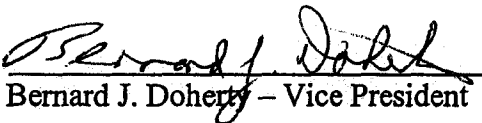
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

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

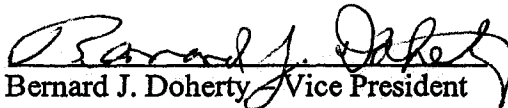
ANSUL CANADA LIMITED

Per: 
Bernard J. Doherty - Vice President

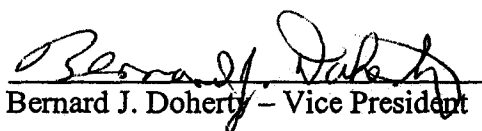
**WFEI HOLDINGS INC./
GESTION WFEI INC.**

Per: 
Bernard J. Doherty - Vice President

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

Per: 
Bernard J. Doherty - Vice President

**NIEDNER LIMITED-
NIEDNER LIMITÉE**

Per: 
Bernard J. Doherty - Vice President

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")**

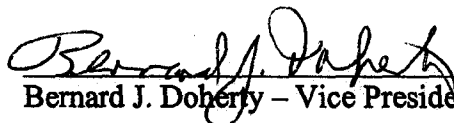
RECITAL:

A. The Corporation, Wildfire Fire Equipment Inc., WFEI 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

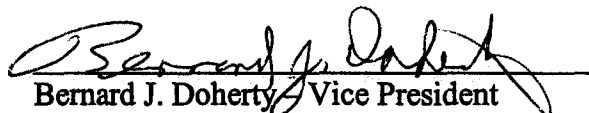
Schedule "A"

**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

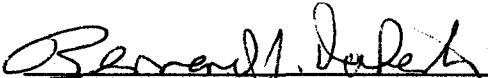
Schedule "A"

**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

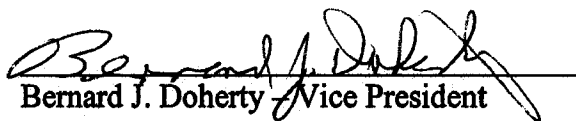
Schedule "A"

**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.